

**JindalCapitalLimited**  
**Regd.Office:201,AggarwalPlaza,Sector-9,Rohini,Delhi-110085**  
**CIN: L65910DL1994PLC059720**  
**Tel:011-45578272, Website:www.jindalcapital.co.in**  
**Email:info@jindalcapital.co.in**

### **NOTICE**

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of **JINDAL CAPITAL LIMITED** will be held on Friday, 27<sup>th</sup> September, 2024 at 12:30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without physical presence of members at the AGM venue to transact businesses as set out in this notice. The venue of the AGM shall be deemed to be the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, Delhi-110085

The businesses to transact are as below:

#### **Ordinary Business:**

**Item No. 1** - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and the Auditor's and Director's Reports thereon.

To consider and if thought fit to pass with or without modification, the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2024, together with the Board's Report and Auditor's Report thereon along with Annexure(s) therewith, be and are hereby received, considered, approved and adopted."

**Item no. 2** – To re-appoint Ms. Divya Aggarwal (DIN:07684118) as Director who retires by rotation and being eligible, offers herself for re-appointment.

To consider and if thought fit to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** Ms. Divya Aggarwal (DIN: 07684118), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

#### **Special Business:**

**Item No. 3** – To approve and authorize the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 to borrow funds upto the limit of Rs. 100 Crores

To consider and if thought fit to pass with or without modification, the following resolution as **special resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act,

2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of earlier resolutions passed by the members of the Company in this regard, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

**Item No. 4–To approve the waiver of excess remuneration to Ms. Divya Aggarwal, Executive Director and CFO (DIN: 07684118)**

To consider and if thought fit to pass with or without modification, the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve the waiver for recovery of excess managerial remuneration paid to Ms. Divya Aggarwal, Director and CFO of the Company, which is amounting to Rs. 5,15,992.50/- (Rupees Five Lakh Fifteen Thousand Nine Hundred Ninety Two and Fifty Paise Only), during the financial year ended 31 March 2023 and Rs. 4,19,124.10/- (Rupees Four Lakh Nineteen Thousand One Hundred Twenty Four and Ten Paise only), during the financial year ended 31 March 2024 which are above the limits prescribed under the provisions of Section 198 of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

**Item No.5 – To approve the limit of Managerial Remuneration to Mr. Sadhu Ram Aggarwal (DIN: 00961850) Chairman-cum-Managing Director Directors**

To consider and if thought fit to pass with or without modification, the following resolution as **special resolution**:

**“RESOLVED THAT** further to the resolution passed at the 28th Annual General Meeting held on 24th June, 2022 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the managerial remuneration of Mr. Sadhu Ram Aggarwal (DIN: 00961850) Chairman-cum-Managing Director of the Company to Rs. 1,00,000/- (Rs. One Lakh Only) per month with effect from 1st April, 2024 for the remaining period of his present term of appointment as Chairman-cum-Managing Director, with the other terms and conditions of his appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to him in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**Item No. 6 – To approve the limit of Director’s Remuneration to the Ms. Divya Aggarwal (DIN: 07684118), Executive Director and CFO**

To consider and if thought fit to pass with or without modification, the following resolution as **special resolution**:

**“RESOLVED THAT** further to the resolution passed at the 28th Annual General Meeting held on 24th June, 2022 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the managerial remuneration of Ms. Divya Aggarwal (DIN: 07684118) Executive Director & CFO of the Company to Rs. 1,00,000/- (Rs. One Lakh Only) per month with effect from 1st April, 2024, with the other terms and conditions of her appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to him in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of Board of Directors  
For Jindal Capital Limited

sd/-  
Srishti Gumber  
Company Secretary  
Mem. No.: 53668

Date: 05.09.2024  
Place: Delhi

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relates to the special business to be transacted at the Annual General Meeting (AGM) and the same has been attached herewith this Notice.
2. Pursuant to the General Circular Nos. 20/2020, 2/2022, 10/2022 and 09/2023 issued by the Ministry of Corporate Affairs (“MCA”), companies are allowed to hold AGM through VC/OAVM up to September 30, 2024, without the physical presence of Members at a common venue. Further, the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, has granted the relaxation in respect of sending physical copies of annual report to members till September 30, 2024. Hence, in compliance with the provisions of the Act, Listing Regulations, MCA & SEBI Circulars, the Thirtieth AGM of the Company is being held through VC/OAVM. Members can attend and participate in the ensuing AGM through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives, after submitting a duly certified copy (PDF/JPEG format) of the Board Resolution for authorization to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of the Thirtieth Annual General Meeting of the Company.
6. The Company’s Registrar and Transfer Agent (RTA) for its Share Registry Work (Physical and Electronic) is

M/s. Link Intime India Pvt. Ltd.  
Noble Heights, 1<sup>st</sup> Floor, C-1 Block  
Near Savitri Market Janakpuri, New Delhi – 110058  
Ph.: 011- 41410592 to 94  
Fax: 011-41410591  
Email Id.: [delhi@linkintime.com](mailto:delhi@linkintime.com)  
(Contact Persons: Mr. Bharat)

7. Since the THIRTIETH AGM will be held through VC/OAVM, the attendance slip and route map are not annexed.
8. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch

- details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form or to the Company's RTA in case the shares are held by them in physical form, which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Further, 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 RTA, for consolidation into a single folio.
9. In case of joint holders attending the meeting, 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.
  10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled into RTA at their office address mentioned above. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
  11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form. This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
  12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA, M/s. Link Intime India Private Limited, Noble Heights, 1<sup>st</sup> Floor, NH-2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058.
  13. Details under Regulation 36(3) and 26(4) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the 30th Annual General Meeting are part of the explanatory statement. Requisite declarations have been received from the Director seeking appointment/reappointment.
  14. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
    - a) Change in their residential status on return to India for permanent settlement.
    - b) Particulars of their bank account maintained in India with complete name, branch account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
  15. 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.

16. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 20, 2024. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
17. Members of the Company who acquire shares after sending of Notice by the Company and hold shares as on the cut-off date i.e., Friday, September 20, 2024, shall follow the same procedure for e-Voting as mentioned further herewith.
18. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
20. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jindalcapital.co.in](http://www.jindalcapital.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date of Friday, September 20, 2024 only shall be entitled to avail the facility remote e-voting as well as voting at the AGM through VC/OAVM.
23. AN ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ELECTRONIC ANNUAL REPORT:
  - i. In accordance with, the Circular No. 14 dated April 8, 2020 read with Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020 and General Circular

No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular dated SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 and on 15th January, 2021 reference no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 extended relaxations granted under circular dated 12<sup>th</sup> May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

ii. Members are requested to register their email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a) In the case of Shares held in physical mode: The shareholder may please email to RTA at [trnt.helpdesk@linkintime.co.in](mailto:trnt.helpdesk@linkintime.co.in)
- b) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

24. The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at [www.jindalcapital.co.in](http://www.jindalcapital.co.in), on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)

25. AGM convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and other Circulars 20/2020, 2/2022, 10/2022 and 09/2023.

26. PROCEDURE FOR INSPECTION OF DOCUMENTS: All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection on the website of the Company till the date of this Annual General Meeting or by sending E-mail to Company on [info@jindalcapital.co.in](mailto:info@jindalcapital.co.in).

Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.

27. Voting through electronic means (Remote E-voting):

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as



amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system (from a place other than venue of the AGM) on the date of the AGM will be provided by NSDL.

- ii. The voting period begins on September 24, 2024 at 9.00 am and ends on September 26, 2024 at 5.00 pm. 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 September 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

## 28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 24, 2024 at 09:00 A.M. and ends on September 26, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2024.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services

home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csjaivindra.singh18@gmail.com](mailto:csjaivindra.singh18@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@jindalcapital.co.in](mailto:info@jindalcapital.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@jindalcapital.co.in](mailto:info@jindalcapital.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@jindalcapital.co.in](mailto:info@jindalcapital.co.in). The same will be replied by the company suitably.

24. 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 & number of shares at [info@jindalcapital.co.in](mailto:info@jindalcapital.co.in) or before 19<sup>th</sup> September, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The other members desiring to seek information/clarification during the AGM may ask through the chat box facility provided by NSDL. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

25. Declaration of Results:

- i. The Company has appointed Mr. Jaivindra Singh, M/s. Jaivindra Singh & Associates, Company Secretaries as Scrutinizer, to scrutinize the entire e- voting process in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- iii. The results declared (not later than forty-eight hours from conclusion of the meeting) along with the Scrutinizer's Report shall be placed on the Company's website [www.jindalcapital.co.in](http://www.jindalcapital.co.in) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com).) after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.
- iv. The Resolution shall be deemed to be passed on the date of AGM i.e. September 27, 2024, subject to receipt of sufficient votes.

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:**

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 ("Act") is annexed to and forms part of the Notice convening the 30<sup>th</sup> Annual General Meeting:

**Item No. 3**

The total borrowings of the Company are as per the limits of Section 180 of the Companies Act, 2013. Further, to avail more funds/borrowing the approval of shareholders is required to accommodate the additional fund requirement of the Company for operation purpose. Therefore, it is recommend to approve the limit of amount of Borrowings to Rs. 100 Crores only.

The Directors recommend the resolution to be passed as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company

**Item No. 4**

Mrs. Divya Aggarwal has been appointed by the Board as an Director (Executive) w.e.f. May 02, 2022 and CFO of the Company w.e.f. May 18, 2022 and was further regularized as the Executive Director of the Company by the members in the 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company. Given her Profile and the positions held by her in the Company and with regard to the contributions made by her, she was given the managerial remuneration since her appointment. As the amount of such remuneration exceeds to the prescribed limits, the approval of Members is sought for waiver off of the said excess amount of Rs. 5,15,992.50/- (Rupees Five Lakh Fifteen Thousand Nine Hundered Ninety Two and Fifty Paise Only), during the financial year ended 31 March 2023 and Rs. 4,19,124.10/- (Rupees Four Lakh Nineteen Thousand One Hundered Twenty Four and Ten Paise only), during the financial year ended 31 March 2024 which are above the limits prescribed under the provisions of Section 198 of the Companies Act, 2013

The Directors recommend the resolution to be passed as a Special Resolution

Following Directors of the Company are interested in the resolution set out under item no. 4 of the accompanying Notice of 30<sup>th</sup> Annual General Meeting of the Company:

Mr. Udit Aggarwal, Director and Mr. Sadhu Ram Aggarwal, Director

**Item No. 5**

Mr. Sadhu Ram Aggarwal has been appointed as the Chairman-cum-Managing Director of the Company w.e.f. from May 18, 2022 and the remuneration to be paid to him was approved by the members in the 28<sup>th</sup> AGM of the Company. Over the course of his appointment, giving credit to the amount of contribution made by him, it is recommended to increase the limit of managerial remuneration to Rs. 1,00,000/- (Rs. One Lakh Only) per month with effect from 1st April, 2024 for the remaining period of his present term of appointment as Chairman-cum-Managing Director, with the other terms and conditions of his appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to him in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period. The Directors recommend the resolution to be passed as a Special Resolution

Following Directors of the Company are interested in the resolution set out under item no. 5 of the accompanying Notice of 30<sup>th</sup> Annual General Meeting of the Company: Mr. Udit Aggarwal, Director and Ms. Divya Aggarwal, Director.

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is provided herewith

Nature of Industry	Financial Services
Name of Director	Mr. Sadhu Ram Aggarwal, Chairman-cum-Managing Director
Age	66 Years
Date of appointment	May 18, 2022
DIN	00961850

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sadhu Ram Aggarwal is the father of Mr. Udit Aggarwal, Non-executive Director of the Company and father-in-law of Mrs. Divya Aggarwal, the Executive Director & CFO of the Company
Qualifications	Chartered Accountant
Past Remuneration as approved	Rs. 3,71,275/- per annum
Proposed Increase in the Remuneration	Rs. 1,00,000/- per month
Brief Resume and Expertise in specific Functional areas	Mr. Sadhu Ram Aggarwal is a qualified Chartered Accountant and a member of Institute of Chartered Accountant of India. He is well versed with the corporate laws and other allied laws. He has been working in the field of finance and been an eminent consultant and expert in the field of finance and related laws. He is a commerce graduate from Delhi University, Delhi. He has rich experience in the field of stock market. He has taken many discourses in financial planning and has served many corporate clients in past 38 years in said field.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed at the 28 <sup>th</sup> AGM of the Company
No. of Shares held	7,00,116 Equity Shares of the Company
Period of appointment	For a term of Five years

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution as a Special Resolution for approval of the Members.

#### **Item No. 6**

Mrs. Divya Aggarwal by the Board as an Additional Director (Executive) w.e.f. May 02, 2022 and CFO of the Company w.e.f. May 18, 2022 and was further regularised as the Executive Director of the Company by the members in the 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company. Given her Profile and the positions held by her in the Company and with regard to the contributions made by her, it is recommended to increase the limit of managerial remuneration to Rs. 1,00,000/- (Rs. One Lakh Only) per month with effect from 1st April, 2024, with the other terms and conditions of her appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to her in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period. The Directors recommend the resolution to be passed as a Special Resolution.

Following Directors of the Company are interested in the resolution set out under item no. 6 of the accompanying Notice of 30<sup>th</sup> Annual General Meeting of the Company:

Mr. Udit Aggarwal, Director and Mr. Sadhu Ram Aggarwal, CMD

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013

with reference to Special Resolution is provided herewith

Nature of Industry	Financial Services
Name of Director	Mrs. Divya Aggarwal. Director and CFO
Age	31 Years
Date of first appointment on the Board	May 02, 2022
DIN	07684118
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mrs. Divya Aggarwal is wife of Mr. Udit Aggarwal (He is appointed as Non-executive Director of the Company, w.e.f., May 02, 2022.  Also, She is Daughter-in-law of Mr. Sadhu Ram Aggarwal, the Director of the Company
Qualifications	Chartered Accountant
Remuneration paid	Rs. 5,40,000/- per annum
Proposed Increase in the Remuneration	Rs. 1,00,000/- per month
Brief Resume and Expertise in specific Functional areas	Mrs. Divya Aggarwal is a qualified Chartered Accountant and a member of Institute of Chartered Accountant of India. She has a very good understanding of matter relating to Taxation, Finance and Accounts. She has undertaken various audit assignments of corporate and also has in depth knowledge of legal compliances. She has also compiled a book on CSR Laws in India and all India VAT.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed at the 28 <sup>th</sup> AGM of the Company
No. of Shares held	6,00,000 Equity Shares of the Company

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution as a Special Resolution for approval of the Members.

By Order of Board of Directors  
For Jindal Capital Limited

Sd/-  
Srishti Gumber  
Company Secretary  
Mem. No.: 53668

Date: 05.09.2024  
Place: Delhi