

NOTICE

NOTICE is hereby given that Twenty Fifth Annual General Meeting of the members of the Company will be held on Friday, September 08, 2017 at 11.30 a.m. at Golden Swan Country Club, Off Pokhran Road No. 1, Yeoor, Thane (West) 400602 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company comprising of the Balance Sheet as at 31st March, 2017, the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date along with the Notes forming part of the accounts and annexure thereto, Report of the Directors' and the Auditors' thereon.
2. To appoint a director in place of Shri. Surendra C Gurav (DIN No: 00485016), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. APPOINTMENT OF STATUTORY AUDITORS

To consider and, if thought fit, to pass, with or without modifications, the following:

ORDINARY RESOLUTION

“**RESOLVED THAT**, pursuant to the Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s Dhawan & Co., Chartered Accountants, Mumbai (FRN : 002864N) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of next one year for the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid.

RESOLVED FURTHER THAT Mr. Rajendra G Parikh, Chairman & Managing Director of the company be and is here by authorized to file the e form ADT-1 with the Registrar of Companies, Mumbai and to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

4. AMENDMENT IN CLAUSES OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT**, the main object of the Memorandum of Association of the Company be and is hereby altered by inserting the following new clauses after clause no. 7.:

- A) To construct any property, to purchase any land, plot(s) of land or immovable property or any right or interest therein or to purchase and sale of Transfer of Development Rights(TDR)for self and for others either singly or jointly and to develop and construct thereon residential, commercial complex or complex(es) or / and Service apartments and any other type of construction either singly or jointly or in partnership or by contract or by development models etc .for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s) etc.
- B) To acquire, construct, own, run and manage or to give on contract, profit sharing or income sharing or any other sharing pattern and to carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, rest rooms, resorts, canteens, food courts, eating houses, cafeterias, dinning facility, take away and/or delivery based services, caterers, cafes, and lodging or apartments of housekeepers, service apartments, swimming pools, health clubs, Banquet Halls, club house, kids zone and all business incidental thereto whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model.
- C) To construct Indoor Stadium or otherwise in which the indoor sports facilities will be available which includes Tennis, Badminton, Billiards Courts, Carrom, Chess, Table Tennis, football, sqash, swimming pool and also include entertainment Hall, exhibition hall, banquet hall conference hall including all recreational facilities, including coaching classes in various games, including judo, karate and Aerobics, etc.

- D) To do business or to act as a service provider or consultant, franchise etc. in providing the electric charging station and also solar charging station etc.
- E) To build, construct and erect Studios, Theaters, Cinema Halls, Music Halls, Open air Theatres and other places of entertainment and sports and to carry on all or any of the business of Theatres, Music Halls, Cinema, Film producing Studio and to promote, produce, represent, conducting, performance and exhibition of cinematograph or pictures, films, operate as & stage plays and other entertainment like Kids game zone, indoor games facility or playing hub for all other activities related to games for adults as well, as the Company may from time to time think fit and to permit the Company's premises to be used for all or any of the above purposes.
- F) To carry on educational institution like school, college, coaching classes and to carry on courses in all subjects or branches of engineering, science medical, commerce, industrial, commercial, arts, management and Computer training institutions and any other faculty of education and to run Management in any of field.
- G) To carry on the business in dealership or as to open a service center in all kinds of vehicles including cars, heavy vehicles and trucks, tempo, two wheelers, three wheelers and also make available the pay and park facilities to all type of vehicles etc.
- H) To carry on the business as manufacturers, producers, makers, sellers, retailers, wholesalers in organic food products or any other type of products.
- I) To carry on the business of farming, horticulture, floriculture, cultivators of all kinds of food grains, seeds, fruits or any other similar kind of products and also cold storage and processing of vegetables, fruits etc.
- J) To carry on business in retail shops or retail chain of all the type of products including but not limited to household and office furniture products, agro based products, dairy products, grocery products, bakery products, health & beauty products, footwear & leather products, Sportswear & sports equipments etc. and all other ancillary products incidental thereto.
- K) To carry on the business on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, maintain and to run warehouses, godowns, open platforms, refrigeration houses, stores and all other similar establishments to provide facilities for storage of commodities, goods, articles and other things etc.
- L) To act as Broker or agent for property or otherwise consultants, mediators etc.
- M) To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
- N) To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.
- O) To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchisee, Licensee, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
- P) To carry on business of buying, selling, trading, marketing, storing, exporting all types of medical equipments like X-ray machines, Sonography machines, CT scanners, medical lasers, infusions pumps etc.

By Order of the Board

Place: Thane.
Date: August 04, 2017

Kirti J Damle
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY (S) TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORMS DULY COMPLETED SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting, is annexed hereto.
4. The Register of Members and Share transfer Books of the company will remain closed from September 01, 2017 to September 08, 2017. (both days inclusive).
5. In compliance of SEBI requirements, Sharex Dynamic (India) Pvt. Ltd., has been appointed as Registrar and Share Transfer Agent of the Company who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address:

M/s Sharex Dynamic (India) Private Limited [Unit: JIK Industries Limited], Unit No. 1, Luthra Industrial Premises, Andheri –Kurla Road, Safed Pool, Andheri (East), Mumbai- 400072. Tel. Nos. 022-2851 5606/5644 Fax No. 022- 2851 2885.
6. Members are requested to notify changes, if any in their address to the M/s Sharex Dynamic (India) Private Limited, quoting their folio numbers/DPID/Client ID etc.
7. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.
9. A copy of the Notice of the 25th Annual General Meeting of the Company along with the details of e-voting and all other reports are being sent to all members at their postal addresses.
10. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.jik.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Thane for inspection during normal business hours (11.00 a.m. to 5.00 p.m.) on working days till the date of the Annual General Meeting.
11. Copies of the Annual Report will not be distributed at the Annual General Meeting. You are therefore, requested to bring copy of the Annual Report to the Meeting.
12. Voting through electronic means
 - I) In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services . The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ('remote e-voting) will be provided by National Securities Depository Limited (NSDL):
 - II) The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE : The facility for Voting shall be decided by the Company i.e. "remote e-voting" or "Ballot paper" or "Polling Paper".

- III) The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV) The remote e-voting period commences on September 05, 2017 and ends with September 07, 2017 (5.00 p.m.) During this period members' of the Company holding shares either in physical form or in dematerialized form, as on the cut –off date of September 01, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
NOTE : The "remote e-voting" end time shall be at 5.00 p.m. on the date preceding the date of the Annual General Meeting and the Cut-off date shall not be earlier than 7 days before the date of the general meeting .
- V) The process and manner for "remote e-voting" are as under:
- (A) In case of Members receiving e-mail from NSDL:
- I. Open e-mail and the attached PDF file titled "WL eVoting.PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote-evoting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - III. Click on "Shareholder" - "Login".
 - IV. Put User ID and password as initial password /PIN noted in step (i) above. Click Login.
 - V. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VI. Home page of "remote e-voting" opens. Click on "remote e-voting: Active Voting Cycles".
 - VII. Select "EVEN" of JIK Industries Limited.
 - VIII. Now you are ready for "remote e-voting" as "Cast Vote" page opens.
 - IX. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
 - X. Upon confirmation, the message, "Vote cast successfully" will be displayed.
 - XI. Once voted on the resolution, you will not be allowed to modify your vote.
 - XII. Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through email on mferraocs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (B) In case of Members receiving Physical Copy of the Notice of the AGM (for members whose email Ids are not registered with the Company / Depository Participants(s) or requesting Physical copy).
- i. Initial password is provided at the bottom of the Attendance Slip for the AGM EVEN (Remote e-voting Event Number) USER ID PASSWORD ii. Please follow all the steps from Sl. No.
 - ii. (ii) to Sl.No.(xii) above, to cast vote.
- VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and

remote e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no. 180-0-222-990

- VII. If you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut of date of September 01, 2017.
NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting.
- X. Any person, who acquires share of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e September 01, 2017, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Pradip Damania, Cost & Management Accountant (Membership No: 8625, COP No. 101607) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

NOTE : The Facility for Voting shall be decided by the company. i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper".

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.jik.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the company shares are listed.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m to 5.00 p.m) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board

Place: Thane.
Date: August 04, 2017

Kirti J Damle
Company Secretary

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

Item No. 3

As per section 139 (2) of the Companies Act, 2013 (“the Act”), no listed Company or a company belonging to such class or classes of companies as may be prescribed shall appoint or reappoint:

- a. An Individual as an Auditor for more than one term of Five consecutive years and
- b. An Audit firm as Auditor for more than two terms of five consecutive years.

Every Company existing on or before the commencement of this act, which is required to comply with this Section shall within three years from the date of commencement of said Act shall comply the provision of this Act.

As per the above mentioned provisions of the Act, the Company has passed the Resolution in the Annual General Meeting dated December 20, 2014 saying that Auditor will hold office till the conclusion of twenty-fifth Annual General Meeting of the Company to be held in the year 2017.

The Audit committee of the Company has proposed and the Board has recommended the appointment of Dhawan & Co. , Chartered Accountants, Mumbai (FRN No: 002864N) as the statutory auditors of the Company. The statutory auditor will hold the office for one year from the conclusion of the 25th Annual General Meeting of the company till the conclusion of the next annual general meeting to be held in 2018.

As per section 139 (1) of the Companies Act, 2013, the Company has received the written consent of the new Auditor and also received the certificate which indicates that he satisfies all the criteria provided under section 141 of the Companies Act, 2013.

None of the directors or key managerial personal is interested or concerned in the proposed resolution.

Item No 4

Your Board has to explore from time to time new proposal of business which would be profitable for the company. For the purpose, the Object Clause of the company which is very restricted in scope, requires alteration to cover a wide range of activities to enable your Company to carry on such new activities conveniently and advantageously.

Your directors recommend that the special resolution for the approval of shareholders.

None of the Directors of the Company is any way concerned or interested in the said Resolution.

By Order of the Board

Place: Thane.

Date: August 04, 2017

Kirti J Damle
Company Secretary