



03.07.2023

Corporate Relationship Department, <b>BSE Limited.</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai-400 001	The Manager, Listing department, <b>National Stock Exchange of India Ltd.</b> 'Exchange Plaza', C- 1 Block G, Bandra Kurla complex, Bandra (East) Mumbai – 400051	Corporate Relationship Department, <b>Metropolitan Stock Exchange of India Ltd.</b> Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai – 400070
<b>BSE Scrip Code: 534600</b>	<b>NSE Scrip Code: JTLIND</b>	<b>MSEI Symbol: JTLIND</b>

Dear Sir/ Madam,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of Notice of Postal Ballot dated 03.07.2023, seeking approval of the members by way of Special Resolution for the following matter:

**1. Appointment of Mr. Rakesh Mohan Garg (DIN: 08970794) as an Independent Director of the Company for a period of five years.**

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 30, 2023 ("Cut-off date"). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of CDSL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-voting details:		
1	Date and time of commencement of Remote e-voting	9.00 a.m. (IST) on Friday, the 07 <sup>th</sup> day of July, 2023
2	Date and time of conclusion of Remote e-voting	5.00 p.m. (IST) on Saturday, the 05 <sup>th</sup> day of August, 2023

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.



**JTL  
INDUSTRIES  
LIMITED**  
*(Formerly known as JTL Infra Limited)*  
**STEEL PIPES**

Registered & Corporate Office:  
S.C.O. 18-19, Sector 28-C,  
Chandigarh 160002, India  
CIN: L27106CH1991PLC011536

T +91 172 4668 000  
E [contact@jtl.one](mailto:contact@jtl.one)  
W [www.jtl.one](http://www.jtl.one)

The copy of the said Postal Ballot Notice is being made available on the website of the Company at [www.jtl.one](http://www.jtl.one).

Kindly take the above on your record.

Thanking you  
FOR JTL INDUSTRIES LIMITED  
(Formerly known as JTL Infra Limited)

GURINDER MAKKAR  
Company Secretary & Compliance Officer  
M.No.: F5124



**JTL  
INDUSTRIES  
LIMITED**  
(Formerly known as JTL Infra Limited)  
**STEEL PIPES**

**Regd. & Corp. Off.:** S.C.O.18-19, Sector 28-C  
Chandigarh-160 002 INDIA  
**T** +91 172 4668 000  
**E** info@jtlinfra.com, **W** www.jtl.one  
**CIN:** L27106CH1991PLC011536

## POSTAL BALLOT NOTICE

### **Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management & Administration) Rules, 2014**

To,  
Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 ("the Rules"), (including any amendment(s), statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and relaxations and circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 05, 2022 and No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), any circular issued by the Securities and Exchange Board of India ("SEBI") and other applicable laws and regulations, if any, for seeking approval of shareholders of JTL Industries Limited (the "Company"), to the resolution(s) appended below through postal ballot by voting through electronic means only/ e-voting/remote e-voting process ("E-voting").

As permitted under the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, the 07<sup>th</sup> day of July, 2023, and ends at 5.00 p.m. (IST) on Saturday, the 05<sup>th</sup> day of August, 2023. Once a member casts the vote on the Resolution, the member will not be allowed to change it subsequently. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Saturday, the 05<sup>th</sup> day of August, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.



The Board of Directors of the Company has appointed Mr. Sahil Malhotra (Membership No. 38204) Prop. of M/s. S V Associates, Practicing Company Secretaries (COP NO.: 14791), Chandigarh, to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, 2015 and MCA Circulars, the Company is offering facility of e-voting (remote e-voting) through Central Depository Services (India) Limited ('CDSL') to all Members to enable them to cast their votes electronically as on Friday, 30<sup>th</sup> June, 2023 (cut-off date). Members are requested to follow the procedure as stated in the Notes in this regard

Upon completion of the e-voting process, The Scrutinizer will submit the report to the Chairman of the Company or any other person authorized by him. The results of the Postal Ballot will be announced by any one of the Directors of the Company or a Company Secretary on or before 08<sup>th</sup> day of August, 2023 at the Registered Office of the Company on or before 5:00 P.M. The said result along with the Scrutinizer Report shall be posted on the Company's website viz. [www.jtl.one](http://www.jtl.one) and on BEETAL Financial & Computer Services Pvt Ltd's website viz <http://www.beetalfinancial.com> besides communicating to the BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited, the Stock Exchanges where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of E-voting, i.e., Saturday, the 05<sup>th</sup> day of August, 2023.

#### **ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:**

##### **SPECIAL BUSINESS**

##### **ITEM NO.1**

##### **APPOINTMENT OF MR. RAKESH MOHAN GARG (DIN: 08970794) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or reenactment(s) thereof for the time being in force), in accordance with the Articles of Association and the Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, Mr. Rakesh Mohan Garg (DIN: 08970794), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from May 13, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a



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**Regd. & Corp. Off.:** S.C.O.18-19, Sector 28-C  
Chandigarh-160 002 INDIA  
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**E** info@jtlinfra.com, **W** www.jtl.one  
**CIN:** L27106CH1991PLC011536

Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 13, 2023 upto May 12, 2028.”

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to execute all required documents and to do all such acts, deeds and things as maybe necessary in relation to completion of all formalities for the purpose of giving effect to the foregoing resolutions.

**Regd. Office :**  
S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA  
Ph. : 0164-4668000  
Website: [www.jtl.one](http://www.jtl.one)  
Email: [finance@jtlinfra.com](mailto:finance@jtlinfra.com)  
CIN: L27106CH1991PLC011536  
Place: Chandigarh  
Date: 03.07.2023

**By the Order of Board of Directors  
For JTL Industries Limited**  
(Formerly known as JTL Infra Limited)

**Sd/-**

**Gurinder Makkar  
Company Secretary  
M.No.: F5124**



**NOTES:**

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 30.06.2023 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, ("RTA"). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.jtl.one](http://www.jtl.one). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. ( Bombay Stock Exchange Ltd.) at [www.bseindia.com](http://www.bseindia.com) , National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and at Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., 30.06.2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, the 07th day of July, 2023, and ends at 5.00 p.m. (IST) on Saturday, the 05th day of August, 2023. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 30.06.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Saturday, 05th August, 2023 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, the 05th day of August, 2023.
9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes casted electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before 08<sup>th</sup> day of August,



2023 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. [www.jtl.one](http://www.jtl.one) and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., BSE, NSE and MSEI .
11. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S Beetal Financial & Computer Services (P) Limited. Address: Beetal House, 99, Madangir, Behind Local Shopping Centre, New Delhi, Tel: (91) -11-29961281-83, Fax: (91) -11-29961284, Email: beetal@rediffmail.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
12. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to saahilmalhotra42@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

### **PROCEDURE FOR REMOTE E-VOTING**

- a. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, the 07th day of July, 2023, and ends at 5.00 p.m. (IST) on Saturday, the 05th day of August, 2023. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of 30.06.2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 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. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

(i) Login method for e-Voting for Individual shareholders holding securities in **demat mode with CDSL/NSDL:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CDSL Depository</b>	<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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</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 the company. On clicking the e voting 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. 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 www.cdslindia.com and click on login and 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 e-Voting link available on www.cdslindia.com 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 with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL:</li> </ol>





	<p><a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



**IMPORTANT NOTE:**

**Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- b) **Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode..**

**ii.LOGIN METHOD FOR REMOTE E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

<b>FOR PHYSICAL SHAREHOLDERS AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  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 .

- After entering these details appropriately, click on “SUBMIT” tab.



8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant company (JTL Industries Ltd./JTL Infra Ltd.) on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. Additional Facility for Non – Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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



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Chandigarh-160 002 INDIA  
**T** +91 172 4668 000  
**E** info@jtlinfra.com, **W** www.jtl.one  
**CIN:** L27106CH1991PLC011536

in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at saahilmalhotra42@gmail.com and to the Company at the email address viz; **finance@jtlinfra.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33**

**Regd. Office :**  
S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA  
Ph. : 0164-4668000  
Website: [www.jtl.one](http://www.jtl.one)  
Email: [finance@jtlinfra.com](mailto:finance@jtlinfra.com)  
CIN: L27106CH1991PLC011536  
Place: Chandigarh  
Date: 03.07.2023

**By the Order of Board of Directors  
For JTL Industries Limited**  
(Formerly known as JTL Infra Limited)  
**Sd/-**

**Gurinder Makkar  
Company Secretary  
M.No.: F5124**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 01**

**APPOINTMENT OF MR. RAKESH MOHAN GARG (DIN: 08970794) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors (the “**Board**”), on the recommendation of the Nomination and Remuneration Committee (the “**NRC**”) had approved the appointment of Mr. Rakesh Mohan Garg (DIN: 08970794) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from May 13, 2023, for a period of 5 years upto May 12, 2028 subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Rakesh Mohan Garg (DIN: 08970794) will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Rakesh Mohan Garg (DIN: 08970794), through this Postal Ballot.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Rakesh Mohan Garg (DIN: 08970794) as a Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Rakesh Mohan Garg (DIN: 08970794) with regard to the proposed appointment:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that he meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e. Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- f. Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.

In the opinion of the NRC and the Board, Mr. Rakesh Mohan Garg (DIN: 08970794) fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Rakesh Mohan Garg (DIN: 08970794) possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile



**JTL**  
**INDUSTRIES**  
**LIMITED**  
(Formerly known as JTL Infra Limited)  
**STEEL PIPES**

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**CIN:** L27106CH1991PLC011536

of Mr. Rakesh Mohan Garg (DIN: 08970794), alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

Mr. Rakesh Mohan Garg joined the Indian Revenue Service (IRS) in 1983 and retired on 31-12-2018 as Principal Chief Commissioner of Income Tax, Delhi in the apex scale of Government of India. During his career spanning over 35 years, he handled various assignments at all levels in the Income Tax Department mainly at Delhi, Mumbai, Rajasthan and Punjab.

He has long and varied experience in various areas like assessment of corporates, industrial houses and NGOs, investigation into the affairs of companies/other entities, International Taxation, Finance, Accounts, performing functions of quasi-judicial authority, coordination with various enforcement agencies of the Government and dealing with matters relating to administration and HR.

Prior to joining IRS, Sh. Rakesh Mohan Garg had about 4 years of experience as an Executive in the private and cooperative sector after completing his MBA from Panjab University, Chandigarh. He is a university gold-medallist at graduate level. While serving in the Government of India, he also attended several mid-career training programs at IIM, Ahmedabad and IIM, Bengaluru, Syracuse University, USA and Harvard Business School on various aspects of management. He also has experience of working as Independent Director on the Board of a listed company.

Except Mr. Rakesh Mohan Garg, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee approved the appointment of Mr. Rakesh Mohan Garg as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.



**ANNEXURE TO THE EXPLANATORY STATEMENT:**

Additional information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Sr. No.	Name of Director	Mr. Rakesh Mohan Garg
1.	DIN	08970794
2.	Date Of Birth	11.12.1958
3.	Age	65
4.	Date of first appointment on the Board	May 13, 2023 as an Additional Director Designated as an Independent Director.
5.	Qualifications	MBA from Panjab University.
6.	Experience & expertise in specific functional area	He has long and varied experience in various areas like assessment of corporates, industrial houses and NGOs, investigation into the affairs of companies/other entities, International Taxation, Finance, Accounts, performing functions of quasi-judicial authority, coordination with various enforcement agencies of the Government and dealing with matters relating to administration and HR.
7.	Terms and conditions for appointment	As per the Policy of Terms and Conditions of the appointment of the Independent Director as placed on the Website of the Company.
8.	Remuneration last drawn	Not Applicable
9.	Details of remuneration sought to be paid	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof and reimbursement of expenses for participation in the meetings.
10.	Listed entities (except JTL Industries Limited) in which the person holds the directorship and the chairmanship/ membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Existing Directorship in Listed Company: NIL  Past Directorship: Dhani Services Limited
11.	Directorships held in other companies/branches	BLS E-SERVICES LIMITED
12.	Memberships/Chairmanships of committees of other Companies	NIL
13.	Number of shares held in the company	Nil
14.	Disclosure of relationships between Directors /KMP inter-se	Nil

**Regd. Office :**

S.C.O. 18-19, Sector 28-C, Chandigarh-160002 INDIA  
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**By the Order of Board of Directors  
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Sd/-

**Gurinder Makkar  
Company Secretary  
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