

NOTICE

Notice is hereby given that the 28th Annual General Meeting of JAMIPOL Limited will be held on 26th July, 2023 at 5:00 PM (IST) at the New Conference Room, Opposite to Library, Beldih Club, Beldih Triangle, Northern Town, Jamshedpur-831001 along with the facility to attend virtually via Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. John Howard Dietrich (DIN:08505340), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Dasho Topgyal Dorji (DIN: 00296793), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dasho Wangchuk Dorji (DIN: 00296747), who retires by rotation and being eligible, offers himself for re-appointment.
5. To confirm payment of interim dividend for financial year 2022-23 of Rs. 44.444/- per equity share (i.e. @ 444.444%).
6. To declare a Final Dividend for the financial year 2022-23 of Rs. 13.333/- per equity share (i.e. 133.333%).

SPECIAL BUSINESS

7. Ratification of Cost Auditor's Remuneration for FY 2023-24.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED That pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes payable to M/s S.K. Sahu & Associates, Kolkata, Cost Accountants (Firm Registration Number:100807), who were appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of cost records of the Company as prescribed under the said Rules for the financial year ending March 31, 2024".

8. Modification of Remuneration to Managing Director.

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

"RESOLVED That in partial modification to the special resolution passed by the members at its meeting held on July 19, 2021, consent of the Members be and is hereby given for inclusion of the Executive Holiday Plan (EHP), as detailed in the Explanatory Statement, in the existing remuneration of Mr. P.S. Reddy, Managing Director of the Company to be effective from FY 2022-23."

9. Appointment of Mr. P.K. Ghose as Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED That pursuant to the provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 107 of the Article of Association of the Company, Mr. P.K. Ghose who was appointed by the Board of Directors as an Additional Director based on the recommendation of the Nomination & Remuneration Committee effective from the date of allocation of DIN by the Ministry of Corporate Affairs and who holds office upto the date of 28th Annual General Meeting in terms of Section 161 of the Act and

in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Executive Director of the Company and whose office is not liable to retire by rotation.”

10. Appointment of Mr. P.K. Ghose as Managing Director of the Company.

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

“RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Members be and hereby appoints Mr. P.K. Ghose as the Managing Director being the Key Managerial Personnel of the Company for a period of three years effective August 1, 2023, subject to obtaining the Directors Identification Number and whose office will not be liable to retire by rotation, upon such terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within overall limits of Section 197 of the Act, with liberty to the Board of Directors as recommended and approved by the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner, as may be agreed to by and between the Board of Directors and the Managing Director.

RESOLVED Further That the Board of Directors (the ‘Board’ which term includes a duly constituted Committees of the Board) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) in respect of the business under Item Nos. 7 to 10 above is annexed thereto. The relevant details, pursuant to Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are also annexed hereto.
2. PURSUANT TO PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The instrument appointing proxy, in order to be effective, to be deposited at the registered office of the Company i.e., Namidih Road, Burmamines, Jamshedpur-831007, not less than 48 hours before the commencement of the Meeting. The Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
5. Corporate members intending to appoint a authorized representatives to attend the Meeting through VC/OAVM are requested to send a certified copy of the Board resolution to the Company at cs@jamipol.com authorizing their representatives to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
8. Route Map for the venue of the Meeting is annexed hereto for your reference.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to cs@jamipol.com.
10. Voting on each resolution will be done by show of hands by Members during the Meeting, facility for voting through polling paper, if demanded, shall be made available at the Meeting. The Members attending the Meeting, whose names are recorded in the Register of Members as on the close of business hours on July 21, 2023, shall be eligible to vote at the Meeting. Their voting rights shall be reckoned in proportion to the equity shares held by them in the Company as on July 21, 2023. In case of joint holder(s) attending the Meeting, only such joint holder, who is higher in order of names, will be entitled to vote.
11. A detailed Know Your Shareholders (KYS) form is annexed with the Annual Report. Members are requested to provide updated details as per the form attached and send it to the Registered Address of the Company or scan and mail the same to cs@jamipol.com with a copy to admin@jamipol.com.
12. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DP) in case the shares are held in electronic form or in case the shares are held in physical form may follow the instruction as mentioned in point No. 11.
13. The Register of Members and Share Transfer Book will remain closed on July 21, 2023.
14. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cs@jamipol.com by 11:59 p.m. (IST) on July 15, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@jamipol.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. (IST) on July 15, 2023.
15. JAMIPOL has lodged its entire shareholding with both CDSL & NSDL facilitating shareholders to dematerialize their individual holdings. The ISIN No. of JAMIPOL is INE900Y01013. Shareholders who intend to dematerialize their shares may contact their Depository Participant through which they are operating their Demat Account or contact the Investor Relation Officer of JAMIPOL at email cs@jamipol.com for further details.
16. Members are requested to send their queries to the Company at cs@jamipol.com, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
17. Section 20 of the Companies Act, 2013, as amended from time to time, permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, as amended, the Annual Report 2022-23 along with the Notice for the Meeting are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their email addresses, physical copies of the Annual Report 2022-23 along with the Notice for the Meeting are being sent by the permitted modes. Members may note that the Notice for the Meeting will also be available on the Company's website www.jamipol.com.
18. Being unlisted shares (in any stock exchange), JAMIPOL shares become illiquid and some of the shareholders desired some kind of support from the Company in disposal of their shares. At times, our employees have also expressed their wish to become shareholders in the Company. To meet both these ends, any shareholder desirous of selling their shares, through this route, may inform to the Company Secretary of the Company together with the number of shares to be sold and the minimum price expected (reserve price).

On receipt of such intimation, sealed bids (at or above the reserve price) shall be invited from the employees and the highest bidder will qualify to buy such shares. Thereafter, the shareholder shall be informed to complete the transfer formalities at such highest bid value.

For any query, kindly mail to the Company Secretary & Investor Relations Officer at cs@jamipol.com.

19. Members are requested to note that the dividends unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares pertaining to which dividend remains unclaimed for seven consecutive years from the date of transfer to Unpaid Dividend Account of the Company are also mandatorily liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nominee, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA/Company at in case the shares are held in physical form, quoting their folio no. Further, Members may note that the Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market.

20. Pursuant to Section 72 of the Companies Act, 2013 read with Rules framed thereunder, shareholders are entitled to make nomination in respect of shares held by them. Shareholders holding shares in physical form and desirous of making nomination(s) are requested to send their nomination(s) in the prescribed Form No. SH-13 duly filled to the Company's Registrar and Share Transfer Agent, C.B. Management Services (P) Ltd./ to the Company at its registered office. Further, shareholders holding shares in electronic form are requested to contact their respective Depository Participant, with whom they are maintaining their demat account, for availing this facility.

21. A brief profile of the Director(s) who are being proposed to be appointed/re-appointed as required pursuant to the Secretarial Standards is annexed hereto.

22. Facility to attend the AGM through VC/OAVM will also be provided to the shareholders.

23. Instructions for attending the AGM through VC/OAVM are as follows:

- i. The Members will be provided with a facility to attend the AGM through VC using the MS Teams platform, which is a two-way Video-conferencing facility. The weblink for the same can be accessed as below:-

Weblink- https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZDIYmFiYjUtYzFmMC00ZTcyLWJiOGYtNGZjOWIzNzMwOGJj%40thread.v2/0?context=%7b%22id%22%3a%2297c5d3a3-d7ec-483e-a3c5-55c590feb08b%22%2c%22oid%22%3a%22e150b19-6040-4f75-8b49-0fa23388b785%22%7d

Further, the weblink for the AGM along with password and other details have been shared to all the Members via e-mail/ letter to their registered e-mail address/ postal address as well.

- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- iii. On clicking on the above link, Members will be prompted with the below three options:

- Download the window app: Download the Microsoft Teams desktop app, or
- Continue on this browser; Join the Microsoft Teams meeting on the web, or
- Open your teams app; if you already have the Microsoft Teams app

- After launching the Microsoft Teams App, enter your name and email address if prompted and click on Next
- Click on the 'Join Meeting' as shown on the monitor
- iv. Members are encouraged to join the meeting through computer having webcam for better experience.
- v. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.

By Order of the Board

Registered Office:

Namdih Road, Burmamines
Jamshedpur – 831 007
Tel: 0657 –2345428
Website: www.jamipol.com
E-Mail: cs@jamipol.com

Date : May 24, 2023

Kriti Khemka
Company Secretary
M. No.: A44846

ANNEXURE TO NOTICE

The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item Nos. 7 to 10 forms part of this Notice. Additional information, pursuant to applicable Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to the Notice.

Item No. 7

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Board has appointed M/s. S.K Sahu & Associates, Kolkata, Cost Accountant to conduct the Audit of the Company's cost records for the financial year 2023-24, in accordance with the Central Govt Circular.

The Board on the recommendation of the Audit committee approved the remuneration of Rs. 40,000/- plus applicable taxes payable to M/s S.K Sahu & Associates, Kolkata, Cost Accountant for FY'24 subject to the ratification from the Members. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

Item No. 8

In terms with the revised policy of the Company, it is proposed to include an Executive Holiday Plan (EHP) for Mr. P.S. Reddy, Managing Director (MD) (as detailed below). The Board at its meeting held on 23rd January, 2023, based on the recommendation of the Nomination & Remuneration Committee approved the EHP subject to the approval of the Members. The details of the said EHP are as follows:

- MD is eligible for 10 room nights per financial year, subject to a maximum limit of INR 2 lakh p.a. 85% of the cost is borne by the company and the remaining 15% is borne by MD for each room night availed.
- Unused room nights in any particular financial year can be carried forward to the next financial year such that the balance room nights available for utilisation are up to a maximum of twice the annual eligibility, i.e. 20 room nights, at any given time.
- Any additional room nights, in excess of 20 room nights, shall lapse at the start of the financial year when the annual eligibility for the year is added.
- Perquisite tax is payable by the MD on the company portion of the cost of the room night.
- The annual limit of INR 2 lakh per annum per financial year as mentioned above can also be carried forward in proportion to the un-utilized room nights for the year, such that the maximum limit for the room nights utilisation does not exceed INR 4 lakh per annum in any financial year.
- Any unutilised room nights at the time of superannuation can be carried forward and availed by MD till one year after the date of superannuation

The Board of Director recommends the Special Resolution as set out for at Item No. 8 of the Notice for the approval by the Members.

Mr. P.S. Reddy and his relatives may be deemed to be interested in the resolution as set out at Item No. 8 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

Item No. 9 and No.10

Mr. P.S. Reddy will superannuate with effect from 31st July, 2023 and accordingly will vacate the position of Managing Director of the Company. As a part of succession planning and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 24, 2023 appointed Mr. P.K. Ghose as an Additional Director & MD-Designate (Category: Executive Director) subject to allocation of DIN by the Ministry

of Corporate Affairs to hold office till the conclusion of the 28th Annual General Meeting of the Company. The Board of Directors based on the recommendation of the NRC has also recommended the Members to appoint Mr. Ghose as Managing Director of the Company w.e.f. August 1, 2023 whose office shall not liable to retire by rotation.

Mr. P.K. Ghose is currently serving as the Chief Operating Officer and the Key Managerial Personnel of the Company. Prior to joining JAMIPOL, Mr. Ghose was serving as the CEO & MD of Tata Steel Minerals Canada Limited. Mr. Ghose is a Mechanical Engineer by profession and joined Tata Steel in 1991 after completing his B.Tech in Mechanical Engineering from IIT, BHU. He has also done General Management Program from European Centre for Executive Development (CEDEP), INSEAD, Fontainebleau, France.

Mr. Ghose has been a leader with a proven track record and has significantly contributed to steel making expansion projects of Odisha, Raw Materials Projects and environment. He comes with over 30 years of rich and varied experience. He has more than 15 years of Senior Leadership and Management experience in Business Operations and Strategy and Large Capital Project Execution (Greenfield and Brownfield) in the Mining and Metals Industry including P&L responsibilities. Mr. Ghose joined Tata Steel Limited in 1991 and have a wide experience and has worked in different capacities across functions of Manufacturing (Steel Making), Steel Expansion projects and Project Procurement. Considering his vast experience in steel making process and knowledge of various aspect of business, the Board of Directors is of the opinion that for smooth and efficient running & business growth, the services of Mr. P.K. Ghose should be available to the Company.

The brief profile of Mr P.K. Ghose, including nature of his expertise and shareholding in the Company, etc. has been annexed hereto.

The main terms and conditions relating to the re-appointment and terms of remuneration Mr. P.K. Ghose are as follows:

i) Tenure: For a period of three years i.e. from 1st August, 2023 through 31st July, 2026.

ii) Duties & Powers:

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Managing Director from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

The Managing Director shall not exceed the powers so delegated by the Board pursuant to above mentioned clause.

The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Mr. Ghose shall undertake his duties from such location as may be directed by the Board.

iii) Remuneration:

The Managing Director is on deputation from Tata Steel Limited for a period of three years starting from August 1, 2023 to July 31, 2026, unless terminated earlier or there is superannuation / retirement. During the period of deputation, the Managing Director will continue to be on the payroll of Tata Steel Limited and such deputation cost will be reimbursed by the Company to Tata Steel Limited. The deputation cost as indicated by Tata Steel Limited is Rs. 2.78 Crore per annum. The Managing Director is eligible for annual increment and/or performance bonus and other benefits as may be decided by the Nomination and Remuneration Committee, if any, and the Board.

During the above period, the Managing Director shall be governed by the service terms and conditions of Tata Steel Limited and as agreed upon with the Board and Nomination and Remuneration Committee, if any, of the Company.

iv) Minimum Remuneration:

In the event of absence or inadequacy of profits of the Company in any financial year during the period of the Managing Director's appointment, the Company shall pay to the Managing Director remuneration by way of

salary, benefits, perquisites and allowances, performance linked bonus/commission, subject to provisions of the Act and Schedule V of the Act.

Managing Director shall not, so long as she/he functions as the Managing Director of the Company entitled to receive any fee for attending any meetings of the Board or any Committee thereof.

The entire remuneration package of the Managing Director shall, however be subject to the overall ceiling laid down under Section 196 and 197 of the Act and conditions of Schedule V of the Act.

Mr. Ghose as Managing Director would be entitled to Long Term Incentive Plan (LTIP) as per the Tata Steel Group Company's norms, subject to the approval and discretion of the Board of Directors of the Company.

The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged in manufacturing of Desulphurization (DS), Dephosphorization and Deoxidisation Compounds and Cored Wire. JAMIPOL also provides grinding services for minerals such as Lime & Bentonite. It extends engineering and consultancy services for setting up DS Stations and also offers Total DS Management Services on a standalone basis or on Build, Own, Operate & Maintain basis to Steel Plants.
- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing company).
- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** Not Applicable.
- d) **Financial performance based on given indicators:**

(Rs. Lakh)		
Particulars	2022-23	2021-22
Gross Revenue	37,750.34	35,761.07
Profit / (Loss) Before Income Tax	4,235.10	4,404.85
Less: Provision for Taxation		
Current Tax	1,111	1,219.72
Deferred Tax	3.70	(81.24)
Net Profit/ (Loss) after Tax	3,120.40	3,266.37

- e) **Foreign investments or collaborations, if any:** The Company have not made any Foreign Investment neither entered any foreign collaboration during F.Y 2022-23.

2. Information about the appointee:

- i. **Background details:** Prior to joining JAMIPOL, Mr. Ghose was serving as the CEO & MD of Tata Steel Minerals Canada Limited. Mr. P.K. Ghose is currently serving as the Chief Operating Officer and the Key Managerial Personnel of the Company. Mr. Ghose is a Mechanical Engineer by profession, and has been working with Tata Steel since 1991 after completing his B.Tech in Mechanical Engineering from IIT, BHU.

Since 1991, he has worked in different capacities across functions of Manufacturing (Steel Making), Steel Expansion projects and Project Procurement. He is the Chief Operating Officer in JAMIPOL Limited since October 1, 2022.

Mr. Ghose has been a leader with a proven track record and has significantly contributed in steel making expansion projects of Odisha, Raw Materials Projects and environment. He comes with over 30 years of rich and varied experience. He has undergone the General Management Programme from CEDEP (INSEAD, France).

- ii. **Past remuneration:** Mr. Ghose's last Remuneration as COO during F.Y 2022-23 was Rs. 248.12 Lakh

iii. Job Profile & his suitability: Before joining JAMIPOL, Mr. Ghose was serving as a CEO & MD (Chief Executive Officer and Managing Director) of Tata Steel Minerals Canada since 2018. He has more than 15 years of Senior Leadership and Management experience in Business Operations and Strategy and Large Capital Project Execution (Greenfield and Brownfield) in the Mining and Metals Industry including P&L responsibilities. Mr. Ghose joined Tata Steel Limited in 1991 and have a wide experience in Steel Manufacturing process. Considering his vast experience in steel making process and knowledge of various aspect of business, the Board of Directors is of the opinion that for smooth and efficient running & business growth, the services of Mr. P.K. Ghose should be available to the Company.

iv. Remuneration Proposed: As mentioned above

v. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration as proposed for Mr. P.K. Ghose is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company. Moreover, in his position as Managing Director of the Company, Mr. P.K. Ghose will devote his entire time in overseeing the operations of the Company.

vi. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Not Applicable.

3. Other information:

a) Reasons of loss or inadequate profits: The Company proposed a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. P.K. Ghose.

b) Steps taken or proposed to be taken for improvement: JAMIPOL aspires to be a Safety, Health, Environment and People First, Customer Centric and Technology Lead Organisation. Accordingly, the Company has targeted zero lifestyle diseases and arranged several seminars and training programmes for its employees which helped many employees attain normal sugar levels and two employees normal blood pressure without medicine. Further, future ready Leadership Coaching sessions were organised for key leaders of the organization. Company has been focussing on commercialising new products and engaging with Customers on an ongoing basis for sustainable Customer Value Creation. Company has developed cost reduction capability to mitigate risk of lower profits due to change in technologies in iron making and desulphurisation.

c) Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan and Long Term Plan for sustainable and profitable growth .

The Board of Directors, therefore, recommends the Ordinary Resolution as set out at Item No. 9 & Sepcial Resolution for Item No. 10 of the Notice for approval by the Members.

Mr. P.K. Ghose and his relatives may be deemed to be interested in the resolution as set out at Item No. 9 & 10 of the Notice.

Save and except above, none of the other Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

Brief Profile of the Directors Seeking Appointment/Re-Appointment at the Annual General Meeting [Pursuant to the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India]

Name / Particulars	Dasho Topgyal Dorji	Dasho Wangchuk Dorji	Mr. John Howard Dietrich	Mr. P.K. Ghose
DIN	00296793	00296747	09080668	-
Date of Birth & Age	02/02/1971; 53 Years	26/08/1966; 56 Years	04/09/1964; 58 Years	16/05/1969 54 Years

Name / Particulars	Dasho Topgyal Dorji	Dasho Wangchuk Dorji	Mr. John Howard Dietrich	Mr. P.K. Ghose
Qualifications	Graduated from New Hampshire College, New Hampshire, USA; Post Graduate in Metallurgy and Management from Norway	Graduate of New Hampshire College, USA, with specialization in Finance	Bachelors of Business Administration from Wilfrid Laurier University and he is also a CPA and CFA	B.Tech. in Mechanical Engineering from IIT, BHU
Experience	<p>He has experience in Team leadership for concept, build and operate Coca Cola Plant, Rs 70 Crore Ferro-silicon Plant and later expansion of the same involving equal amount. He has taken responsibility for bringing into the country PDI project for international standard deluxe five star hotel and partner in it.</p> <p>He is the Chairman of Bhutan Eco Ventures Private Limited on the one hand and Director of Bhutan Fruit Products Private Limited on the other proving his spirits in distinctly diverse fields of work. He also holds the position of President of the Bhutan Chamber of Commerce and Industries</p>	He is a Director in TAI Industries Ltd for the last 30 years. He is the Vice Chairman of Tashi Commercial Corporation, the largest business conglomerate in Bhutan and is also a Director on the Board of several Companies in Bhutan.	<p>Mr. Dietrich has over 32 years of experience in finance and business development roles. Currently he is engaged as Chief Executive Officer in Opta Group LLC.</p> <p>Previously he was the Chief Financial Officer of SunOpta a public Company and Opta's former parent company and was also associated with PricewaterhouseCoopers, Chartered Accountants</p>	<p>Since, 1991, he has worked in different capacities across functions of Manufacturing (Steel Making), Steel Expansion projects and Project Procurement. Currently, he is the Chief Operating Officer, of JAMIPOL Limited since October 1, 2022.</p> <p>Mr. Ghose has been a leader with a proven track record and has significantly contributed in steel making expansion projects of Odisha, Raw Materials Projects and environment. He has 30 years of rich and varied experience.</p>
Date of first appointment on the Board of Directors of the Company	20/07/2006	23/11/1996	24/02/2021	-
The No. of Meetings of the Board attended during the year 2022-23 (Total-8)	5	8	6	NA*

*Mr. P. K. Ghose attended 6 Board Meetings during the year ended March 31, 2023 as a permanent invitee being COO and KMP

Name / Particulars	Dasho Topgyal Dorji	Dasho Wangchuk Dorji	Mr. John Howard Dietrich	Mr. P.K. Ghose
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Non-Executive Director liable to retire by rotation; Remuneration: Not Applicable	Non-Executive Director liable to retire by rotation; Remuneration: Not Applicable	Non-Executive Director liable to retire by rotation; Remuneration: Not Applicable	Executive Director; Other details as per the explanatory note
The remuneration last drawn	Not Applicable	Not Applicable	Not Applicable	As per the explanatory note
Shares held in Company	Nil	Nil	Nil	Nil
No. of Directorship held in other companies	i. Tai Industries Ltd ii. Tai Projects Pvt. Ltd.	i. Tai Industries Ltd	Nil	Nil

Registered Office:

Namdih Road, Burmamines
Jamshedpur – 831 007
Tel: 0657 –2345428
Website: www.jamipol.com
E-Mail: cs@jamipol.com

By Order of the Board

Kriti Khemka
Company Secretary
M. No.: A44846

Date: May 24, 2023

