

NOTICE - EQUITY
SHAREHOLDERS

JAMIPOL LIMITED

CIN: U24111JH1995PLC009020

Registered Office: Namdih Road, Burmamines, Jamshedpur – 831 007

Tel No: 0657 – 2345428 Fax: 0657 2345431 Website: www.jamipol.com;

E-mail: cs@jamipol.com

MEETING OF THE EQUITY SHAREHOLDERS OF JAMIPOL LIMITED (CONVENED PURSUANT TO THE ORDER DATED NOVEMBER 3, 2021 BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH)

NOTICE TO EQUITY SHAREHOLDERS

MEETING:		
Day	:	SATURDAY
Date	:	DECEMBER 18, 2021
Time	:	11:00 A.M (IST)
Mode	:	In view of the extraordinary circumstances prevailing in the country due to the COVID-19 pandemic, the Hon'ble National Company Law Tribunal, Kolkata Bench has directed that the meeting of the Equity Shareholders of JAMIPOL Limited be held through videoconferencing or other audio-visual means

REMOTE E-VOTING:		
Start Date and Time	:	Wednesday, December 15, 2021 at 9:00 A.M.(IST)
End Date and Time	:	Friday, December 17, 2021 at 5:00 P.M.(IST)

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1.	Notice of the meeting of the Equity Shareholders of JAMIPOL Limited under the provisions of Sections 230 to 231 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 convened pursuant to an order dated November 3, 2021 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench	3-20
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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH AT KOLKATA

CA (CAA) No. 111/KB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 – 231 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of JAMIPOL Limited Scheme of Arrangement amongst JAMIPOL Limited and its Members under Sections 230 to 231 and other applicable provisions of the Companies Act, 2013

JAMIPOL Limited, a company incorporated under the provisions of the Companies Act and now deemed to be incorporated under the Companies Act, 2013 and having its registered office at Namdih Road, Burmamines, Jamshedpur-831007, Jharkhand

... Applicant Company / Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF JAMIPOL LIMITED

To
The Equity Shareholders of JAMIPOL Limited:

TAKE NOTICE that by an order dated November 3, 2021 in the above mentioned Company Scheme of Application No. C.A (CAA) No. 111/KB/2021, the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**") has directed, *inter alia*, that a meeting of the Equity Shareholders of the Company be convened and held on Saturday, December 18, 2021 at 11:00 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') (**'Meeting'**), to consider, and if thought fit, to approve the proposed Scheme of Arrangement between the said Applicant Company and its Members for re-classification and transfer of an amount of ₹10,913 lakh lying to the credit of the General Reserves as on March 31, 2020, to the Retained Earnings of the Company, such that it would constitute the accumulated profits of the Company for the previous financial years, which will be available for distribution to the Members, from time to time, as per the discretion of the Board of Directors of the Company ("**Scheme**").

TAKE FURTHER NOTICE that in view of the ongoing COVID-19 pandemic and related social distancing norms and in pursuance of the said order dated November 3, 2021 and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company will be held on Saturday, December 18, 2021 at 11:00 A.M. (IST) through VC/OAVM and you are requested to attend.

TAKE FURTHER NOTICE that a copy of the Scheme, Notice alongwith the Explanatory Statement and Proxy Form as stated in the Index are enclosed herewith.

TAKE FURTHER NOTICE that the shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes in person or by proxy through e-voting system available at the meeting held virtually on Saturday, December 18, 2021 at 11:00 A.M or by remote electronic voting ("remote e-voting") during the period as stated below:

REMOTE E-VOTING	
Commencement of voting	Wednesday, December 15, 2021 at 9:00 A.M.
End of voting	Friday, December 17, 2021 at 5:00 P.M.

A copy of the said Scheme of Arrangement, Explanatory Statement pursuant to Section 230(3) and other applicable provisions of the Companies Act, 2013 and Form of Proxy are enclosed herewith and can also be obtained free of charge at the registered office of the Company or at the office of Advocate, Ms. Kiran Sharma, c/o Argus Partners, 3rd Floor, Binoy Bhavan 27B, Camac Street Kolkata-700 016. A copy of this notice and the accompanying documents are also placed on the website of the Applicant Company www.jamipol.com and the website of National Securities Depository Limited www.evoting.nsdl.com, being the agency appointed by the Applicant Company to provide the e-voting and other facilities for convening of the Meeting.

The Hon'ble Tribunal has appointed Mr. Anuj Singh, Advocate, as Chairperson of the Meeting including for any adjournments thereof. The Hon'ble Tribunal has also appointed Mr. Rohit Sharma, Practising Company Secretary (Membership No. A55431 and CP No.20581), as Scrutinizer for the Meeting, including for any adjournments thereof as well as Scrutinizer for the process of remote e-voting (prior to as well as during the Meeting).

The Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon'ble Tribunal and such approvals, permissions and sanctions of regulatory and other authorities, as may be necessary.

The equity shareholders are requested to consider, and if thought fit, to pass with requisite majority, the following Resolution:

***“RESOLVED That** pursuant to the provisions of Sections 230 to 231 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the provisions of the Memorandum and Articles of Association of JAMIPOL Limited (“Applicant Company”) and subject to the sanction of the Kolkata Bench of the Hon'ble National Company Law Tribunal (hereinafter referred to as “the Tribunal”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement between JAMIPOL Limited and its Members (“Scheme”) enclosed with the Notice of the meeting of the equity shareholders., be and is hereby approved.*

***RESOLVED Further That** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise, while giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/or*

officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable.”

Sd/-

KRITI KHEMKA,

COMPANY SECRETARY

AUTHORISED PERSON BY THE CHAIRPERSON APPOINTED FOR THE MEETING

Dated: November 10, 2021

Place: Jamshedpur

Registered Office:

JAMIPOL Limited
U24111JH1995PLC009020
Namdih Road, Burmamines,
Jamshedpur-831001
Tel No: 0657 – 2345428 Fax: 0657 2345431
Email:cs@jamipol.com, Website:jamipol.com

Notes for Meeting of Equity Shareholders of the Applicant Company:

1. The Explanatory Statement pursuant to Sections 102, 230(3) of the Companies Act, 2013 ('Act') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as amended from time to time (to the extent applicable) in respect of the business set out above is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic and social distancing, pursuant order dated November 3, 2021 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ('Tribunal') in Company Scheme of Arrangement Application No. (CAA)111/KB/2021 and the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020; Circular No. 20/2020 dated May 05, 2020 issued by the Government of India through Ministry of Corporate Affairs (MCA Circulars) physical attendance of the Members to the General Meeting is not required and the same be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Meeting through VC/OAVM. Accordingly, the meeting of the equity shareholders of the Company will be convened on Saturday, December 18, 2021 at 11:00 a.m (IST) through VC/OAVM, for the purpose of considering, and, if thought fit, approving, the Scheme of Arrangement between the said Applicant Company and its Members for re-classification and transfer of an amount of ₹10,913 lakh lying to the credit of the General Reserves as on March 31, 2020, to the Retained Earnings of the Company, such that it would constitute the accumulated profits of the Company for the previous financial years, which will be available for distribution to the Members, from time to time, as per the discretion of the Board of Directors of the Company ("Scheme").
3. ONLY REGISTERED EQUITY SHAREHOLDERS OF THE COMPANY MAY ATTEND AND VOTE EITHER IN PERSON OR BY PROXY. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A MEMBER/ SHAREHOLDER OF THE COMPANY.

The authorized representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the meeting of the equity shareholders of the Company provided a certified copy of the resolution of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting of the equity shareholders of the Company, is deposited at the registered office of the Company or sent by email to cs@jamipol.com not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Company.

It is further clarified that Proxies can only vote through e-voting system available at the meeting held virtually through VC/OAVM and not through any other mode.

4. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Applicant Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. A Proxy form is enclosed herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company or sent by email to cs@jamipol.com duly completed and signed, not less than 48 (forty eight) hours before the scheduled time of the commencement of the meeting.
6. The form of proxy can be obtained free of charge from the registered office of the Company or from the office of Advocate, Ms. Kiran Sharma, c/o Argus Partners, 3rd Floor, Binoy Bhavan 27B, Camac Street Kolkata-700 016.
7. In terms of the Order dated November 3, 2021 of the Hon'ble Tribunal, meeting of Equity Shareholders of the Company ("Meeting") will be held through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") in accordance with provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. The detailed procedure for participation and voting at the Meeting is given hereinbelow.
8. As per the Order dated November 3, 2021 of the Hon'ble Tribunal, the presence of the Equity Shareholders will be recorded virtually instead of attendance slip.
9. The quorum for the meeting of the equity shareholders of the Company shall be as prescribed under Section 103 of the Companies Act, 2013 read with the rules made thereunder as mentioned in the said order dated November 3, 2021 of the Hon'ble Tribunal. The equity shareholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum. Further, the order also provides that in case the required quorum for the meeting is not available on the scheduled date and time, the Chairperson may adjourn the meeting to any date and time and take a decision on the quorum of the adjourned meeting.
10. The equity shareholders are informed that in case of joint shareholders attending the Meeting, only such joint shareholder whose name stands first in the Register of Members / list of beneficial owners of the Company in respect of such joint holding will be entitled to vote.
11. Since the Meeting will be held virtually through VC/OAVM, as aforesaid, route map and attendance slip are not attached to this Notice and the venue of the Meeting shall be deemed to be the Registered Office of the Company.

12. Due to the ongoing pandemic and social distancing norms, the Notice along with all annexures is being sent by e-mail to all the equity shareholders who have registered their e-mail ID's with the Company/Registrar and Share Transfer Agents and physical copy of the Notice along with all annexures is being sent in the permitted mode to all the equity shareholders who have not registered their e-Mail ID's and whose names appear in the Register of Members/List of Beneficial Owners as on September 30, 2021. Members may note that the Notice and the aforesaid documents will also be available on the Company's website www.jamipol.com and under relevant section of the website of NSDL at www.evoting.nsdl.com
13. The notice convening the meeting will be published through advertisement in "Uditvani", Hindi newspaper and in "Avenue Mail", English newspaper language, both having circulation in Jamshedpur, as per the requirements of Section 230 of the Companies Act, 2013 in Form No. CAA 2 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
14. The remote e-voting period (prior to the Meeting) shall commence on and from Wednesday, December 15, 2021 at 9.00 a.m. (IST) and shall end on Friday, December 17, 2021 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting on Friday, December 17, 2021 at 5.00 p.m. (IST).
15. The Hon'ble Tribunal has appointed Mr. Rohit Sharma (Membership No. A55431 and CP No. 20581) as the Scrutinizer to scrutinize the votes cast by remote e-voting (prior to as well as during the Meeting) and voting at the Meeting, in a fair and transparent manner. The Scrutinizer shall submit his Report to the Chairperson of the Meeting after scrutinizing the voting done by the equity shareholders within 3 days from the conclusion of the Meeting. The Scrutinizer's decision on the validity of the votes cast shall be final.

The Chairperson shall declare the results of the meeting after submission of the report of the Scrutinizer to him in terms of the order dated November 3, 2021. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.jamipol.com and on the website of NSDL www.evoting.nsdl.com within 3 days of the conclusion of the Meeting. The results shall also be displayed on the notice board at the Registered Office of the Company.

In accordance with the provisions of Sections 230 to 231 of the Act, the Scheme shall be acted upon, only if a majority of persons representing three-fourths in value of the equity shareholders of the Company, voting through remote e-voting (prior to as well as during the Meeting), agree to the Scheme.

16. **Process for registering e-mail address**

Members holding shares in demat mode are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile

numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs

17. Members who holds shares in physical form are requested to connect with the Company at the e-mail id cs@gmail.com or the CB Management Services Pvt. Ltd., Company's Registrar & Transfer agent, at their e-mail ID rta@cbmsl.com.

PROCEDURE FOR ATTENDING THE MEETING THROUGH VC/OAVM:

18. Shareholders will be able to attend the Meeting through VC/OAVM and view the live webcast of the Meeting at www.evoting.nSDL.com by using their remote e-voting login credentials and selecting the EVEN for Meeting. The facility to join the Meeting will be kept open 30 minutes and 15 (fifteen) minutes after before the time scheduled to start the Meeting. The equity shareholders are requested to join the Meeting by following the procedure given herein below. The Members will be able to view the proceedings of the Meeting on the website of NSDL at www.evoting.nSDL.com.
19. The equity shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL
20. Shareholders are requested to join the Meeting through Laptops for better experience and will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
21. Shareholders may note that the VC/OAVM Facility, provided by NSDL, allows participation of Equity Shareholders on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, can attend the Meeting without any restriction on account of first-come-first-served principle.
22. Members who need assistance before or during the Meeting, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 / 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS ON THE SCHEME OF ARRANGEMENT

23. As the Meeting is being conducted through VC/OAVM, equity shareholders are encouraged to express their views/send their queries in advance mentioning their name, DP Id/Client Id/Folio Number, PAN, E-mail Id and mobile number to cs@jamipol.com to enable smooth conduct of Meeting. Questions / Queries received by the Company on the Email Id by December 17,2021, 5:00 P.M IST shall only be considered and responded.
24. Shareholders who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID / Client ID/ Folio Number, PAN and mobile number to cs@jamipol.com before December 17, 2021, 5:00 P.M IST. Those equity shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. Speakers are requested to submit their questions in advance to cs@jamipol.com before December 17, 2021, 5:00 P.M IST.
25. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.

PROCEDURE AND MANNER OF VOTING THROUGH REMOTE E-VOTING:

26. In terms of the said Order dated November 3, 2021 of the Hon'ble Tribunal and in accordance with Section 230(4) of the Companies Act, 2013 read with the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and the Companies (Management and Administration) Rules, 2014, the Equity Shareholders of the Applicant Company shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes either in person or by proxy, through remote e-voting either prior or at the meeting proposed to be convened through VC/OAVM on Saturday, December 18, 2021 at 11:00 a.m. (IST) during the period commencing from 9:00 AM on Wednesday, December 15, 2021 and ending at 5:00 P.M. on Friday, December, 17, 2021. The Applicant Company has engaged the services of National Securities Depository Limited www.evoting.nsdl.com as the authorized agency to provide the e-voting facility.
27. Shareholders holding shares either in physical form or in electronic form, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., September 30, 2021 shall only be entitled to attend and vote at the Meeting through remote e-voting facility. A person who is not a member as on the cut-off date should treat this Notice of the Meeting for information purpose only.

The remote e-voting period commences on Wednesday, December 15, 2021 at 9:00 a.m. and shall end on Friday, December 17, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., September 30, 2021.

Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the Meeting and Members participating at the Meeting, who have already not cast their vote on the resolution by remote e-voting (prior to the Meeting), will be eligible to exercise their right to vote on the resolution upon announcement by the Chairperson. Members who have cast their vote on the Resolution by remote e-voting (prior to the Meeting) will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote(s) on the resolution again.

The e-voting module on the day of the Meeting shall be disabled by NSDL for voting 15 (fifteen) minutes after the conclusion of the Meeting.

28. Only those Shareholders, who will be present in the meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the virtual meeting. However, after exercising the right to vote through remote e-voting (prior to the Meeting), the Member will be allowed to attend the meeting but shall not be allowed to vote again at the Meeting.

If a shareholder cast your votes by remote e-voting, you will nevertheless be entitled to attend the meeting in person through VC/OAVM and participate in the discussions in the virtual meeting held through VC/OAVM but you will not be entitled to vote again by e-voting during such meeting held virtually through VC/OAVM. If you do so, the votes so cast by you at the virtual meeting held through VC/OAVM shall be treated as invalid. Once the vote on the resolution is cast by a shareholder, he or she will not be allowed to change it subsequently.

29. Pursuant to the order passed by the Hon'ble Tribunal, the voting rights of the shareholders shall be in proportion to their shareholding in the Applicant Company as on the close of the business hours on the cut-off date i.e. September 30, 2021.
30. It is hereby clarified that it is mandatory for Equity Shareholders to vote using the e-voting facility only, subject to compliance with the instructions for e-voting. The voting right may be exercised either by remote e-voting within prescribed period or by e-voting during the meeting being convened through VC/OAVM.

31. The procedure for e-voting on the day of the Meeting is same as the instructions for remote e-voting.

INSTRUCTIONS FOR REMOTE E-VOTING /VOTING AT THE MEETING:

32. The remote e-voting period begins on Wednesday, December 15, 2021 at 9:00 A.M. and ends on Friday, December 17, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The instructions for remote e-voting are given herein below:

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

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5.
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at E-mail id evoting@nsdl.co.in.
3. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 1020 990 / 1800 22 44 30.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by mail at the e-mail ID: cs@jamipol.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by mail at the e-mail ID: cs@jamipol.com.
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

The Instructions For Members For E-Voting On The Day Of The Meeting Are As Under:-

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

Instructions For Members For Attending The Meeting Through VC/OAVM Are As Under:

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Shareholders are encouraged to submit their queries in advance with regard to the Scheme, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at cs@jamipol.com on Friday, December 17, 2021 before 5.00 p.m. (IST).
4. Members who would like to express their views or ask questions during the Meeting may pre-register themselves as a speaker by sending their request from their

registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@jamipol.com from Thursday, December 16, 2021 to Friday, December 17, 2021 before 5:00 P.M. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. Members are requested to restrict their questions/views ONLY on the Scheme.

5. Members who need assistance before or during the Meeting, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 / 1800 224430 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in.

Sd/-
Kriti Khemka,
Company Secretary & Authorised Person by Anuj Singh, Advocate
Chairperson appointed for the Meeting

Dated: November 10, 2021

Place: Jamshedpur

Registered Office:

JAMIPOL Limited

U24111JH1995PLC009020

Namdih Road, Burmamines,

Jamshedpur-831001

Tel No: 0657 – 2345428 Fax: 0657 2345431

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH AT KOLKATA

CA (CAA) No. 111/KB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 – 231 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of JAMIPOL Limited Scheme of Arrangement amongst JAMIPOL Limited and its Members under Sections 230 to 231 and other applicable provisions of the Companies Act, 2013

JAMIPOL Limited, a company incorporated under the provisions of the Companies Act and now deemed to be incorporated under the Companies Act, 2013 and having its registered office at Namdih Road, Burmamines, Jamshedpur-831007, Jharkhand

... Applicant Company / Company

EXPLANATORY STATEMENT UNDER SECTION 230(3) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF JAMIPOL LIMITED

1. This is a statement accompanying the Notice convening the meeting of the equity shareholders of the Company, pursuant to the order dated November 3, 2021 in the above-mentioned Company Scheme Application No. (CAA)111/KB/2021 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ('Hon'ble Tribunal' / 'NCLT') referred to hereinabove, to be held on Saturday, December 18, 2021 at 11:00 A.M. (IST) through video conferencing / other audio visual means for the purpose of considering, and if thought fit, approving the proposed Scheme of Arrangement between the said Applicant Company and its Members for re-classification and transfer of an amount of ₹10,913 lakh lying to the credit of the General Reserves as on March 31, 2020, to the Retained Earnings of the Company, such that it would constitute the accumulated profits of the Company for the previous financial years, which will be available for distribution to the Members, from time to time, as per the discretion of the Board of Directors of the Company ("Scheme").
2. A copy of the Scheme is enclosed herewith as Annexure 1. The proposed Scheme shall be operative from the Effective Date (as defined in the Scheme enclosed) and effective from the Appointed Date (as defined in the Scheme enclosed)

1. Details of Order of the Tribunal directing, calling, convening and conducting of Meeting:

- i. Pursuant to an Order dated November 3, 2021 of the National Company Law Tribunal, Kolkata Bench ("**Tribunal**") in the Company Application No.(CAA) 111/KB/2021, a meeting of the Equity Shareholders of the Applicant Company is being called, convened and conducted for the purpose of considering and if thought fit, approving the Scheme.
- ii. The Hon'ble Tribunal vide its order dated November 3, 2021 has dispensed with the requirement of holding the meetings for the Secured and Unsecured Creditors of the Applicant Company.

2. Rationale and Benefits of the Scheme of Arrangement:

Background

- 2.1 The Applicant Company has built-up significant reserves from its retained profits by way of transfer to its General Reserves. The consistent strong financial performance and profitability of the Applicant Company is provided in the Clause 2.7 of the Scheme of Arrangement.
- 2.2 The General Reserves of the Applicant Company, as on March 31, 2020 being ₹10,913 Lakh have been, primarily, built up over the years through the transfer of profits to the reserves by the Company in accordance with the provisions of the Companies Act, 2013 and the erstwhile Companies Act, 1956 and the rules framed thereunder. The Board of Directors is of the view that the funds constituting the General Reserves are well above the Applicant Company's current and anticipated operational needs and distribution of such amounts to the Members of the Company, from time to time, would be in the interest of the Applicant Company and the Members.
- 2.3 Barring unforeseen circumstances, the Company is confident of generating incremental cash over the next few years. The Company expects to have reasonable liquidity position and also has adequate debt raising ability. Pertinently, other than trade payables in the ordinary course of business and a cash credit limit of ₹ 2,100 lac, which is secured on working capital of the Company, as on March 31, 2020, the Company is debt free with no secured or unsecured creditors or deposit holders. In this regard, the proposed Scheme is not expected to impair the Company's ability to sustain investments to drive its operating performance, make capital investments and/or pursue inorganic growth opportunities and repayment obligations. The Scheme shall also not adversely affect any stakeholder in any manner
- 2.4 Additionally, the General Reserves of the Applicant Company are not earmarked for any specific purpose and is in the nature of free reserves. Further, there is no lien marked on, or obligation or limitation attached to such reserves.
- 2.5 It is expected that the Scheme and the subsequent distribution to Members, will give an opportunity to the Members to invest and possibly earn superior returns, from time to time and is therefore, investor friendly and beneficial for the Members.
- 2.6 This Scheme is also in the interest of transparency and good corporate governance.
- 2.7 A copy of the Scheme is annexed hereto and marked as Annexure 1.

3. Particulars of the Applicant Company:

- 3.1 JAMIPOL Limited (hereinafter referred to as "**the Applicant Company**" or "**JAMIPOL**" as the context may admit), is an unlisted company, incorporated on April 24, 1995 under the provisions of the Companies Act, 1956, originally as 'Jamshedpur Injection Powder

Limited' as a public company limited by shares. The name of the Company was changed to JAMIPOL Limited effective September 12, 2007. The Corporate Identification Number of the Company is U24111JH1995PLC009020 and PAN number is AAACJ7475R. The Company's registered office is situated at Namdih Road, Burmamines, Jamshedpur 831007, in the state of Jharkhand, India.

- 3.2 The Company's website address is www.jamipol.com and email address is cs@jamipol.com.
- 3.3 The Company is an unlisted public company in which public holds 3.11 % of the issued, subscribed and paid-up share capital of the Company.
- 3.4 The Company is a unlisted public limited company within the meaning of the Companies Act, 2013 engaged in the business of production and marketing of desulphurising, dephosphorising, deoxidising compounds to meet the requirements of the steel industry, including producing high quality steel (of international standard), increasing productivity and reducing cost. The Applicant Company also provides grinding services for minerals such as lime and bentonite. It extends engineering and consultancy services for setting up desulphurising stations, as specifically described in the objects of the Applicant Company.
- 3.5 The objects for which the Company was incorporated are set out in its Memorandum of Association which inter alia are as follows:
- (a) *To carry on business as exporters, importers, manufacturers, processors, buyers, sellers of and dealers in all chemicals and gases (including without prejudice to the said generality and in particular desulphurising compounds based on Calcium Carbide and Magnesium) alkalis, acids, cordials drugs, essences and pharmaceutical, photographic, medical industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dye stuff, organic or mineral intermediates, paints and all kinds of electrical, photographic, surgical and scientific apparatuses, instruments, goods and materials.*
 - (b) *To acquire from or sell to any person, firm, body corporate or unincorporate, whether in India or elsewhere, technical and managerial information, know-how, process engineering, manufacturing, operating and commercial data, plans, layouts and blue prints useful for the design, erection and operation of any plant process of manufacture and to acquire, grant or licence other rights and benefits in the foregoing matters, to render any kind of managerial, technical and financial consultancy services and to carry on the business of market research organisers, sales promotion agents, general advisers, technical and marketing consultants, either alone or in partnership and/or joint venture.*
- 3.6 There has been no change in the Name, Registered Office and Objects of the Company in the last 5 years.
- 3.7 The capital structure of the Applicant Company as on September 30, 2021 is as follows:

Particulars	In Rs.
Authorized Share Capital	15,00,00,000
1,50,00,000 Equity Shares of Rs. 10 each	15,00,00,000
Issued, Subscribed and Paid-up Share Capital	11,25,00,000
1,12,50,000 equity shares of Rs. 10 each	11,25,00,000

- 3.8 The details and shareholding of the present Promoters (including Promoter group), Directors and Key Managerial Personnel (“KMPs”) of the Applicant Company as on September 30, 2021 along with their addresses are mentioned herein below:

PROMOTERS AND PROMOTER GROUP:

Sl. No.	Name	Address	No. of Shares	% of shareholding
1	Tata Steel Utilities and Infrastructure Services Limited	Sakchi Boulevard Road, Northern Town Bistupur, Jamshedpur-831001	36,75,000	32.67
2	SKW Metallurgie Asia Pte Ltd.	1 Scots Road, # 21 - 10, Shaw Centre, Shaw Centre Singapore 228208, Singapore- 228208	34,00,000	30.22
3	Genex Investments Pvt. Ltd.	6th Floor, Tower A, 1, Cyber City, Ebene, Republic Of Mauritius.	22,25,000	19.78
4	Tai Industries Limited	53 A, Mirza Ghalib Street, Kolkata - 700 016	8,00,000	7.11
5	Tata Sponge Iron Limited	Joda, Keonjhar, Orissa-758034	8,00,000	7.11

DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs"):

Sl. No.	Name	DIN	Designation	Address	No. of Shares	% of shareholding
1	Mr. Peeyush Gupta	02840511	Chairman & Non-executive Director	7A Belmont 18/2 Alipore Road Po-Alipore Kolkata 700027	Nil	Nil
2	Mr. Pingali Venugopal	05166520	Independent Director	50 XLRI Campus, C.H. Area East, Po-Bistupur, Purbi Singhbhum, Jamshedpur-831001	Nil	Nil
3	Mr. Amit Ghosh	00482967	Independent Director	63C, Townshend Road Kolkata-700025	Nil	Nil
4	Dasho Wangchuk Dorji	00296747	Non-executive Director	Tashiling Above Old Ricbl Colony, House No 1, Postbox No 176, Chorten Lam, Thimphu-11001	Nil	Nil

5	Dasho Topgyal Dorji	00296793	Non- executive Director	Tashiling Above Old Ricbl Colony, House No 2, Postbox No 176, Chorten Lam, Thimpu- 11001	Nil	Nil
6	Mr. Rohan Ghosh	00032965	Non- executive Director	Block - G 418 New Alipore, Kolkata-700053	70	0.00
7	Mr. Eric Wiklendt	08505340	Non- executive Director	2920 Quarry Road Maumee Ohio State, Maumee- 43537 USA	Nil	Nil
8	Mr. John Howard Dietrich	09080668	Non- executive Director	106, Lady Fenyrose AV Maple, ON L6A 0E1, Canada	Nil	Nil
9	Mr. Sudhansu Pathak	06545101	Non- executive Director	6, Park Road, Northern Town, Post- Bistupur, Kalamali, East Singhbhum, Jamshedpur- 831001	Nil	Nil
10	Ms. Samita Shah	02350176	Non- executive Director	13, Maker Towers I, G. D. Somani Marg, Cuffe Parade, Colaba, Mumbai- 400005	Nil	Nil
11	Mr. P.S. Reddy	03181178	Managing Director	Flat No-B1, Disha, Apartments, 44 Circuit house Area Old, Sakchi, Bistupur,	Nil	Nil

				East Singhbhum, Jharkhand– 831001		
12	Mr. Rajesh Singh	AIWPS1816L	CFO	Flat No-1d, 2 Nazar Ali Lane, Off Ballygunge, Circular Road Kolkata- 700019	Nil	Nil
13	Ms. Kriti Khemka	BRUPK4495F	CS	2B, Jadu Lal Mullick Road, Kolkata-700006	Nil	Nil

Note: Mr. Sudhansu Pathak resigned from the Board effective from October 20, 2021. Further Mr. Uttam Singh (DIN: 09365485) was appointed on the Board of JAMIPOL Ltd. effective from October 20, 2021

4. **Approval of the Board of Directors:**

The Board of Directors of the Applicant Company at their Meeting held on March 18, 2021 unanimously approved the Scheme, as given below:

Name	Designation	Voted in favour/Voted against/did not participate
Mr. Dibyendu Bose	Chairman & Non-executive Director	Voted in favour
Mr. S. K. Chakrabarty	Independent Director	Voted in favour
Mr. Sudhir K. Joshi	Independent Director	Voted in favour
Dasho Wangchuk Dorji	Non-executive Director	Voted in favour
Dasho Topgyal Dorji	Non-executive Director	Voted in favour
Mr. Rohan Ghosh	Non-executive Director	Voted in favour
Mr. Eric Wiklendt	Non-executive Director	Voted in favour
Mr. John Howard Dietrich	Non-executive Director	Voted in favour
Mr. Sudhansu Pathak	Non-executive Director	Voted in favour
Ms. Samita Shah	Non-executive Director	Voted in favour
Mr. P.S. Reddy	Managing Director	Voted in favour

5. **Salient Features of the Scheme:**

The salient features of the Scheme are, inter alia, as stated below. The capitalized terms used in the salient features shall have the same meaning as ascribed to them in Clause 4 of the Scheme and the salient features are to be read subject to the same rules of interpretation as stated Clause 5 of the Scheme.

- a. **Appointed Date** means March 31, 2020, or such other date as the Board may decide subject to the approval of the Competent Authority and is the date with effect from which this Scheme shall be effective.
- b. **Effective Date** means the date on which certified copies of the orders of the Competent Authority is filed with the relevant RoC. The Scheme shall be operative

from the Effective Date and effective from the Appointed Date and any references in this Scheme to "upon this Scheme becoming effective", "Scheme becomes effective" or "effectiveness of this Scheme" or likewise, means and refers to the Scheme becoming operative from the Effective Date and effective from the Appointed Date.

c. **Scheme conditional upon approvals/ sanctions:** The Scheme is conditional upon and subject to the following:

- i. approval of the Scheme by the requisite majority of each class of Members of the Applicant Company and such other classes of Persons of the Applicant Company, if any, as applicable or as may be required under the Act, or as may be directed by the Hon'ble Tribunal;
- ii. the sanction and order of the Hon'ble Tribunal, under Sections 230 of the Act for approving the Scheme, being obtained by the Applicant Company;
- iii. the certified copy of the order of the Tribunal approving the Scheme being filed with the Registrar of Companies, Kolkata.

6. Interest of Directors, Key Managerial Personnel and their relatives:

None of the Directors and KMPs of the said Applicant Company and their relatives have any concern or interest in the Scheme of Arrangement, except to the extent of their shareholding, if any, in the Applicant Company.

7. Effect of Scheme on Stakeholders:

The effect of the Scheme on various stakeholders is summarised below:

A. Shareholders - Promoter and Non-Promoter Shareholders

Since no equity shares of the Applicant Company are proposed to be issued to its members pursuant to the Scheme, there will be no change in the shareholding pattern of the Applicant Company. Upon the Scheme becoming effective and subsequent to the reclassification of the amounts standing to the credit of the General Reserves and credit thereof to the Retained Earnings so as to constitute accumulated profits of the Company for the previous financial years, pursuant to Clause 9 of the Scheme, the amount so credited may be paid out to the Members, from time to time, by the Board of Directors, at its sole discretion, in such manner, quantum and at such time as the Board of Directors may decide, in accordance with the provisions of the Act and subject to payment of applicable taxes.

B. Key managerial personnel

The Scheme will have no effect on the office of existing key managerial personnel of the Company. The key managerial personnel of the Company will continue to be the key managerial personnel of the Company after the scheme comes into effect.

The key managerial personnel of the Company and their relatives may be deemed to have an interest in the Scheme to the extent of the equity shares held by them in the Company and/or to the extent that the said key managerial personnel and their respective relatives are the director(s), members, of the companies that hold shares in the Company. Save as aforesaid, none of the said key managerial personnel have any interest in the Scheme. None of the key managerial personnel of the Company hold shares exceeding two per cent. of the paid-up share capital of the Company.

C. Directors

The Scheme will have no effect on the office of existing Directors of the Company. The Directors of the Company will continue to be Directors of the Company after the scheme comes into effect. It is clarified that the composition of the Board of Directors of the Company may change by appointments, retirements, or resignations in accordance with the provisions of the Companies Act, 2013 but the Scheme itself does not affect the office of Directors of the Company.

The effect of the Scheme on Directors of the Company in their capacity as shareholders of the said Company is the same as in case of other shareholders of the said Company.

D. Employees

The Scheme will have no effect on the existing employees of the Applicant Company.

E. Creditors

Creditors (secured and unsecured) of the Company will continue to be creditors on the same terms and conditions, as before.

As such the Scheme embodies the arrangement between the Company and its members. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Company.

8. No investigation proceedings:

There are no proceedings pending under Sections 210 to 227 of the Companies Act, 2013 against the Applicant Company.

9. The Scheme does not contain or provide for Corporate Debt Restructuring. The Scheme as proposed will not in any manner adversely or prejudicially affect the rights of any creditors of the Applicant Company or contemplate any compromise or arrangement with the creditors of the Applicant Company.

10. The capital structure of the Applicant Company as on September 20, 2021 is as under:

Particulars	In Rs.
Authorized Share Capital	15,00,00,000
1,50,00,000 Equity Shares of Rs. 10 each	15,00,00,000
Issued, Subscribed and Paid-up Share Capital	11,25,00,000
1,12,50,000 equity shares of Rs. 10 each	11,25,00,000

There will be no change in the share capital structure post-arrangement as contemplated in the Scheme.

11. The Applicant Company has also prepared its unaudited financial results for the quarter and half year ended September 30, 2021.

12. Auditors Certificate of conformity of accounting treatment in the Scheme with Accounting Standards:

The Statutory Auditor of the Applicant Company has provided a certificate stating *inter-alia*, that there is no specific accounting standard notified under section 133 of the Companies Act, 2013 which deals with the proposed re-classification of General Reserves to Retained Earnings in the Scheme and accordingly there is no question of any non-compliance regarding the same.

13. No valuation report:

The proposed Scheme of Arrangement envisages that:

- i. Upon the Scheme becoming effective and subsequent to the reclassification of the amounts standing to the credit of the General Reserves and credit thereof to the Retained Earnings so as to constitute accumulated profits of the Company for the previous financial years, pursuant to Clause 9 of the Scheme, the amount so credited may be paid out to the Members, from time to time, by the Board of Directors, at its sole discretion, in such manner, quantum and at such time as the Board of Directors

may decide, in accordance with the provisions of the Act and subject to payment of applicable taxes.

- ii. Pursuant to the Scheme, no equity shares of the Company are proposed to be issued as consideration to its members. Thus, there will be no change in the shareholding pattern of the Company. Hence, there is no requirement for obtaining a valuation report from an independent chartered accountant or a registered valuer.

14. Details of approvals, sanctions and no objections for the Scheme:

- i. The details of approvals and no objections required are mentioned in Clause 16 of the Scheme.
- ii. Further, the Applicant Company confirms that notice of the Scheme in the prescribed form is also being served on all Statutory Authorities in terms of the Order of the Hon'ble Tribunal dated November 3, 2021.

15. Inspection of Documents:

In addition to the documents annexed hereto, the copies of following documents will be open for inspection at the Registered Office of the Applicant Company on any working day, (between 10:00 A.M. to 4:00 P.M.) except Saturdays, Sundays and Public Holidays prior to the date of the Meeting:

- a. A copy of the order dated November 3, 2021 passed by the National Company Law Tribunal, Kolkata Bench in Company Application (CAA) No.111/KB/2021;
- b. Copy of the Scheme of Arrangement;
- c. Memorandum and Articles of Association of the Applicant Company;
- d. Audited Financial Statements of the Applicant Company for the financial year ended 31 March, 2021 along with the Unaudited Financials Results of the Applicant Company for the quarter & half-year ended on September 30, 2021;
- e. Copy of resolution passed by the Board of Directors of the Company, approving the Scheme;
- f. Certificate of the Statutory Auditors of the Applicant Company stating that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
- g. Copy of Company Application CA (CAA) NO. 111/KB/2021 and Affidavit in support thereof;
- h. Register of Shareholding of Directors' and Key Managerial Personnel of the Applicant Company.

Considering the rationale and benefits, the Board of Directors of the Applicant Company recommends the Scheme for approval of the shareholders as it is in the best interest of the Company and its stakeholders. The Directors and KMPs of the Applicant Company, holding shares in the Applicant

Company as mentioned above, and relatives of the Directors/KMPs of the Applicant Company do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders of the respective companies.

Sd/-
KRITI KHEMKA,
COMPANY SECRETARY
AUTHORISED PERSON BY THECHAIRPERSON APPOINTED FOR THE MEETING

Dated: November 10, 2021

Place: Jamshedpur

Registered Office:

JAMIPOL Limited

U241111JH1995PLC009020

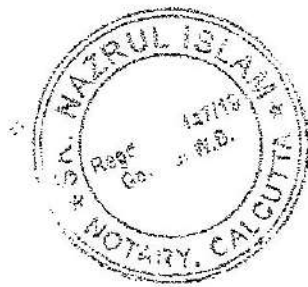
Namdih Road, Burmamines,

Jamshedpur-831001

Tel No: 0657 – 2345428 Fax: 0657 2345431

Email:cs@jamipol.com, Website:jamipol.com

SCHEME OF ARRANGEMENT
AMONGST
JAMIPOL LIMITED
AND
ITS MEMBERS
UNDER SECTIONS 230 TO 231 OF THE COMPANIES ACT, 2013



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For JAMIPOL Limited

Nazrul Islam
Authorized Signatory

GENERAL

1. OVERVIEW OF THE SCHEME

- 1.1 This Scheme (as defined hereinafter) is being presented under sections 230 – 231 and other applicable provisions of the Act (as defined hereinafter) and is an arrangement between the Company (as defined hereinafter) and its Members (as defined hereinafter).
- 1.2 This Scheme, *inter alia*, provides that the entire amount of ₹ 10,913 lakh lying in the General Reserves of the Company as on March 31, 2020 shall be reclassified and credited to the Retained Earnings of the Company, and such amounts credited to the Retained Earnings of the Company shall be reclassified as and constitute accumulated profits of the Company for the previous financial years to, *inter alia*, enable the distribution of the same to the Members, from time to time, in such manner and mode, and to the extent of such quantum as the Board of Directors may decide at its discretion in accordance with the Act and other Applicable Laws.

2. BACKGROUND OF THE COMPANY

- 2.1 The Company is an unlisted public limited company with CIN number U24111JH1995PLC009020, originally incorporated under the Companies Act, 1956 and having its registered address office at Namdih Road, Burmahmines, Jamshedpur – 831007, Jharkhand. A certificate of incorporation dated April 24, 1995 was issued to the Company by the Registrar of Companies, West Bengal. The name of the Company was changed from "Jamshedpur Injection Powder Limited" to the current name "JAMIPOL Limited" vide fresh certificate of incorporation dated September 12, 2007 issued by the Registrar of Companies, Bihar and Jharkhand.
- 2.2 The main objects of the Company as provided in its memorandum of association, *inter alia*, include the following:

- (i) To carry on business as exporters, importers, manufacturers, processors, buyers, sellers of and dealers in all chemicals and gases (including without prejudice to the said generality and in particular desulphurising compounds based on Calcium Carbide and Magnesium) alkalis, acids, cordials drugs, essences and pharmaceutical, photographic, medical industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dye stuff, organic or mineral intermediates, paints and all kinds of electrical, photographic, surgical and scientific apparatuses, instruments, goods and materials.
- (ii) To acquire from or sell to any person, firm, body corporate or unincorporate, whether in India or elsewhere, technical and managerial information, know-how, process engineering, manufacturing, operating and commercial data, plans, lay-outs and blue prints useful for the design, erection and operation of any plant process of manufacture and to acquire, grant or licence other rights and benefits in the foregoing matters, to render any kind of managerial, technical and financial consultancy services and to carry on the business of market research organisers, sales promotion agents, general advisers, technical and marketing consultants, either alone or in partnership and/or joint venture.

Rajesh Singh 2
Rajesh Singh
Chief Financial Officer
JAMIPOL Limited



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For JAMIPOL Limited

Kaif Khan
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- 2.3 The Company is engaged in the production and marketing of desulphurising ("DS"), dephosphorising, deoxidising compounds to meet the requirements of the steel industry, including producing high quality steel (of international standard), increasing productivity and reducing cost. The Company also provides grinding services for minerals such as lime and bentonite. It extends engineering and consultancy services for setting up DS stations. Over the years, the Company has added new products/services to its basket in line with its vision of catering to 50% (fifty percent) of steel produced in India and objective of making customers successful. The Company is an integrated management system certified company for three major international standards ISO 9001:2015, ISO 14001:2015 and OHSAS 45001:2018.
- 2.4 The authorised share capital of the Company as on March 31, 2020, is ₹ 15,00,00,000 (Rupees fifteen crore) divided into 1,50,00,000 (one crore fifty lakh) equity shares having a face value of ₹ 10 (Rupees ten) each.
- 2.5 The issued and paid-up share capital of the Company as on March 31, 2020, is ₹ 11,25,00,000 (Rupees eleven crore twenty-five lakh) divided into 1,12,50,000 (one crore twelve lakh fifty thousand) equity shares having a face value of ₹ 10 (Rupees ten) each. As on March 31, 2020, the promoter shareholders of the Company together hold 96.89% (ninety six point eight nine percent) of the total share capital of the Company.
- 2.6 The Company has consistently performed well. During FY 20, the Company delivered a record profit in a challenging market. The revenue of the Company is ₹ 23,606 lakh and ₹ 3,244 lakh profit after tax during financial year 2020. The Company's performance helped in building a robust cash position over the years. As a result the Company has built up significant reserves from its retained profits by way of transfer to its General Reserves.
- 2.7 The following metrics show the consistent strong financial performance, growth and profitability of the Company:

Period	Total Revenue	EBITDA	PBT	PAT	Net Worth	*Dividend (Includes Interim Dividend Declared (if any) during the FY)
2013-14	30,305	4,073	4,188	2,870	8,324	90%
2014-15	34,117	4,835	4,475	2,988	9,957	100%
2015-16	29,036	3,327	2,983	2,004	10,777	87.5%
2016-17	32,343	4,437	3,998	2,522	13,558	-
2017-18	26,040	4,597	4,201	2,740	15,149	203.1%
2018-19	23,594	4,156	3,756	2,371	16,108	105%
2019-20	23,606	4,572	4,220	3,244	17,765	145%

- 2.8 As can be seen from the table above, the Company has a strong track record of paying regular dividends to its Members.
- 2.9 The Company has been maintaining a debt free status and has not taken any secured loan, unsecured loan or deposit other than trade payable in the ordinary course of business and a cash credit limit of ₹ 2,000 lakh, which is secured on working capital of the Company.

Rajesh Singh 3
Rajesh Singh
 Chief Financial Officer
 JAMIPOL Limited



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Kavitha Khuntia
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3. OBJECTIVE AND RATIONALE OF THE SCHEME

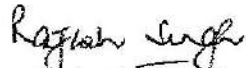
3.1 The object of this Scheme is to transfer ₹ 10,913 lakh lying to the credit of the General Reserves of the Company as on March 31, 2020, to the Retained Earnings of the Company, and such amounts credited to the Retained Earnings of the Company shall be reclassified as and constitute accumulated profits of the Company for the previous financial years, and which will be available for distribution to the Members, from time to time, in such manner and mode, and to the extent of such quantum as the Board of Directors may decide at its discretion in accordance with the Act and other Applicable Laws.

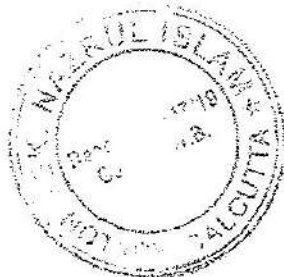
3.2 The rationale for the Scheme is as follows:

- (i) The Company has built-up significant reserves from its retained profits. The consistent strong financial performance and profitability of the Company is evident from metric provided in Clause 2.7 hereinabove. The General Reserves of the Company, as on March 31, 2020 being ₹ 10,913 lakh have been, primarily, built up over the years through the transfer of profits to the reserves by the Company in accordance with the provisions of the Companies Act, 2013, the erstwhile Companies Act, 1956 and the rules framed thereunder. The Board of Directors is of the view that the funds constituting the General Reserves is well above the Company's current and anticipated operational needs and distribution of such amounts would be in the interest of the Company and the Members.
- (ii) Barring unforeseen circumstances, the Company is confident of generating sufficient cash to meet its requirement in the future. The Company expects to have reasonable liquidity position and also has adequate debt raising ability. Pertinently, other than trade payables in the ordinary course of business and a cash credit limit of ₹ 2,000 lakh, which is secured on working capital of the Company, as on March 31, 2020, the Company is debt free with no secured or unsecured creditors or deposit holders. In this regard, the proposed Scheme is not expected to impair the Company's ability to sustain investments to drive its operating performance, make capital investments and/or pursue inorganic growth opportunities and repayment obligations. The Scheme shall also not adversely affect any stakeholder in any manner
- (iii) Additionally, the General Reserves of the Company are not earmarked for any specific purpose and is in the nature of free reserves; there is no lien marked on, or obligation or limitation attached to such reserves.
- (iv) It is expected that the Scheme and the subsequent distribution to Members, will give an opportunity to the Members to invest and possibly earn superior returns, and is therefore investor friendly and beneficial for the Members.
- (v) This Scheme is also in the interest of transparency and good corporate governance.

3.3 In furtherance of the above, this Scheme provides for and is divided as follows:

Part I: Deals with the overview of the Scheme, overview of the Company, rationale and objective of the Scheme, and definitions and interpretation.


Rajesh Singh
Chief Financial Officer
JAMIPOL Limited



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Part II: Deals with capital structure of the Company and date of taking effect of the Scheme (as defined hereinafter).

Part III: Deals with utilisation and reclassification of amounts standing to the credit of General Reserves of the Company and transfer of the same to the Retained Earnings of the Company, such that it would constitute accumulated profits of the Company for the previous financial years, available for distribution to the Members, from time to time, in such manner and mode, and to the extent of such quantum as the Board of Directors may decide at its discretion in accordance with the Act and other Applicable Laws, and sets forth certain additional arrangements that form a part of the Scheme.

Part IV: Deals with the general terms and conditions applicable to the Scheme (as defined hereinafter).

3.4 This Scheme (as defined hereinafter) also provides for various other matters consequential or otherwise integrally connected herewith.

3.5 As a result, the Board of Directors are proposing this Scheme under sections 230 – 231 of the Act.

4. DEFINITIONS

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the following expressions have the meanings as set out herein below:

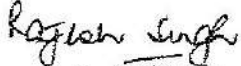
“Act” means the Companies Act, 2013, as notified, clarified, amended, supplemented, modified and/or replaced from time to time and shall include any statutory replacement, modification or re-enactment thereof, including any rules or regulations made thereunder or notifications, circulars or orders made/issued thereunder from time to time;

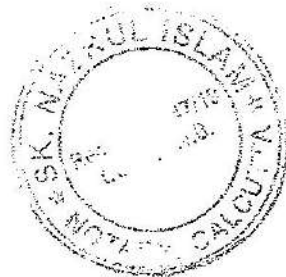
“Applicable Law” means all applicable (i) statutes, enactments, acts of legislature or parliament, laws, ordinances, code, directives, rules, regulations, bye-laws, listing agreements, notifications, guidelines or policies of any applicable jurisdiction; and (ii) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals required from Governmental Authorities of, or agreements with, any Governmental Authority;

“Appointed Date” means March 31, 2020, or such other date as the Board may decide subject to the approval of the Competent Authority, and is the date with effect from which this Scheme shall be effective;

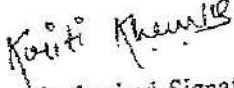
“Board of Directors” or “Board” means the board of directors of the Company at the relevant time, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors;

“Company” means JAMIPOL Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Namdih Road, Burmahmines, Jamshedpur – 831007, Jharkhand;


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Chief Financial Officer
JAMIPOL Limited



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- (iii) words in the singular shall include the plural and vice-versa;
- (iv) any references in this Scheme to "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" or "effectiveness of the Scheme" or likewise shall be construed to be a reference to the Scheme becoming operative from the Effective Date and effective from the Appointed Date;
- (v) words "include" and "including" are to be construed without limitation;
- (vi) terms "hereof", "herein", "hereby", "hereto" and derivative or similar words shall refer to this entire Scheme or specified Clauses of this Scheme, as the case may be;
- (vii) a reference to "writing" or "written" includes printing, typing, lithography and other means of reproducing words in a visible and legible form including e-mail;
- (viii) reference to any agreement, contract, document or arrangement or to any provision thereof shall include references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated;
- (ix) any word or phrase defined in the body of this Scheme as opposed to being defined in Clause 4 of Part I has the meaning assigned to it in such definition throughout this Scheme, unless the contrary is expressly stated;
- (x) reference to the "Recital" or "Clause" or "Part" shall be a reference to the recital or clause or part of this Scheme; and
- (xi) references to any provision of law or legislation or regulation shall include: (a) such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme and (to the extent liability thereunder may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced, (b) all subordinate legislations (including circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment.

PART II

CAPITAL STRUCTURE, GENERAL RESERVES AND DATE OF TAKING EFFECT

6. SHARE CAPITAL OF THE COMPANY

The share capital of the Transferor Company as on March 31, 2020 is as under:



Rajesh Singh
Rajesh Singh
 Chief Financial Officer
 JAMIPOL Limited

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Particulars	Amount in ₹
Authorised Capital	
1,50,00,000 equity shares of ₹ 10/- each	15,00,00,000
Total	15,00,00,000
Issued, Subscribed and Paid-up	
1,12,50,000 equity shares of ₹ 10/- each	11,25,00,000
Total	11,25,00,000

7. GENERAL RESERVES

7.1 The General Reserves as on March 31, 2020 are ₹ 10,913 lakh.

7.2 This Scheme does not seek to reduce or otherwise alter the issued, subscribed and paid-up share capital of the Company in any manner and the same will, therefore, remain unaltered as a result of the Scheme.

8. DATE OF TAKING EFFECT

The Scheme set out herein shall be effective from the Appointed Date but shall be operative from the Effective Date.

PART III

RECLASSIFICATION AND UTILISATION OF GENERAL RESERVES AND DISTRIBUTION TO MEMBERS

9. RECLASSIFICATION AND UTILISATION OF GENERAL RESERVES

9.1 With effect from the Appointed Date and upon this Scheme becoming effective, the amount of ₹ 10,913 lakh standing to the credit of the General Reserves of the Company as on March 31, 2020 shall be reclassified and credited to the Retained Earnings of the Company, and subsequent thereto, such amounts credited to the Retained Earnings of the Company shall be reclassified as and constitute accumulated profits of the Company for the previous financial years, and shall be deemed to have been arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed in the manner provided in the Act and other applicable laws. Such amounts shall be available for utilisation by the Company for distribution to the Members in the manner set out in Clause 10.

10. DISTRIBUTION TO MEMBERS

10.1 Upon the Scheme becoming effective and subsequent to the reclassification of the amounts standing to the credit of the General Reserves and credit thereof to the Retained Earnings so as to constitute accumulated profits of the Company for the previous financial years, pursuant to Clause 9, the amount so credited may be paid out to the Members, from time to time, by the



Rajesh Singh
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 Chief Financial Officer
 JAMIPOL Limited

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Kavitha Khanna
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Board of Directors, at its sole discretion, in such manner, quantum and at such time as the Board of Directors may decide, in accordance with the provisions of the Act and subject to payment of applicable taxes. The Board of Directors shall take a decision in its commercial wisdom taking into consideration relevant factors.

10.2 Nothing contained herein shall be construed as restricting the Company from being entitled to declare and pay dividends, whether interim or final, to its Members whether during the pendency of the Scheme or otherwise and the holders of the shares of the Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under the Articles of Association of the Company, including the right to receive dividends, if any.

10.3 It is clarified that the aforesaid provisions in Clause 10.2 in respect of declaration of dividend are enabling provisions only and shall not be deemed to confer any right on any Member to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Directors and subject to the approval, if required, of the Members.

11. ACCOUNTING TREATMENT

11.1 Upon this Scheme becoming effective, the entire amount of ₹ 10,913 lakh standing to the credit of the General Reserves of the Company as on March 31, 2020 shall be reclassified and credited to the Retained Earnings of the Company, and such amounts credited to the Retained Earnings of the Company shall be reclassified as and constitute accumulated profits of the Company for the previous financial years.

11.2 For the removal of doubt, it is expressly recorded and clarified that the transfer of amounts standing to the credit of the General Reserves and utilisation of such amounts for distribution to Members, shall not in any manner involve distribution of Capital Reserves or Revenue Reserves of the Company other than the General Reserves.

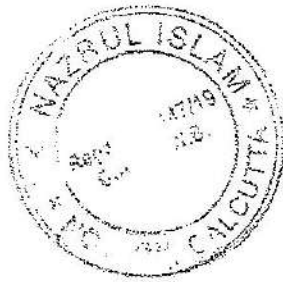
PART IV

GENERAL TERMS AND CONDITIONS

12. COMPLIANCE WITH LAWS

12.1 This Scheme is presented and drawn up to comply with the provisions/requirements of sections 230 - 231 of the Act.

12.2 Upon this Scheme becoming effective, the Company is expressly permitted to prepare and/or carry out necessary reclassification/ reorganisation in its financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961 and for matters incidental thereto, if required to give effect to the provisions of this Scheme. The order of the jurisdictional National Company Law Tribunal sanctioning the Scheme shall be deemed to be an order of the Competent Authority permitting the Company to prepare and/or and carry out necessary reclassification/ reorganisation in its financial statements and books of accounts and no further act shall be required to be undertaken by the Company. It is clarified that the reclassification of the General Reserves as contemplated in this Scheme shall not be deemed to



Rajesh Singh
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Chief Financial Officer
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be a revision of the balance sheet of the Company under section 131 of the Act.

13. INTERPRETATION

If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any provisions of Applicable Law at a later date, whether as a result of any amendment to the Applicable Law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the Applicable Law shall prevail. Subject to obtaining the sanction of the Competent Authority, if necessary, this Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will, however, not affect other parts of this Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments/modifications as may become necessary, whether before or after the Effective Date, shall, subject to obtaining the sanction of the Competent Authority if necessary, vest with the Board of Directors.

14. APPLICATION TO THE COMPETENT AUTHORITY

14.1 The Company shall make applications and/or petitions under sections 230 to 231 of the Act and other applicable provisions of the Act to the Competent Authority for approval of the Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of the Scheme.

14.2 Upon this Scheme becoming effective, the Members of the Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

15. MODIFICATION OR AMENDMENTS TO THE SCHEME

15.1 The Board of Directors, in its discretion, may assent to/make and/or consent to any modifications/amendments to the Scheme, or to any conditions or limitations that the Competent Authority under Applicable law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them (i.e. the Board of Directors), or modify, vary or withdraw this Scheme prior to the Effective Date in any manner at any time. The Board of Directors be and is hereby authorised to take such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether by reason of any orders of the Competent Authority or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

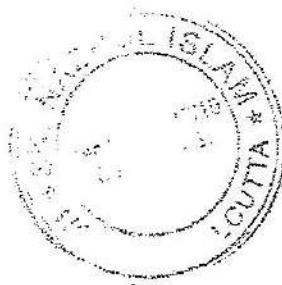
15.2 In case, post approval of the Scheme by the Competent Authority, there is any confusion in interpreting any Clause of this Scheme, or otherwise, the Board of Directors shall have complete power to take the most sensible interpretation so as to render the Scheme operational.

15.3 If any part of this Scheme is invalid, ruled illegal or rejected by the Competent Authority or any court of competent jurisdiction, or unenforceable under present or future laws, then such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected

Rajesh Singh 10
Rajesh Singh
Chief Financial Officer
JAMIPOL Limited

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For JAMIPOL Limited

Kavita Khanna
Authorised Signatory



thereby.

16. CONDITIONALITY TO EFFECTIVENESS OF THE SCHEME

16.1 The Scheme is conditional and subject to:

- (a) the Scheme being approved by the requisite majority of each classes of Members (if applicable) of the Company in accordance with the Act and as may be directed by the Competent Authority;
- (b) the Competent Authority having accorded its sanction to the Scheme; and
- (c) the certified copy of the order of the Competent Authority being filed with the Registrar of Companies.

16.2 The Scheme shall not come into effect unless the aforementioned conditions mentioned in Clause 16.1 above are satisfied.

16.3 The approval of this Scheme by the Members shall be deemed to be sufficient for the reclassification of the General Reserves of the Company as provided herein and credit therefore to the Retained Earnings of the Company to, *inter alia*, enable distribution of such amounts to the Members.

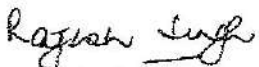
17. RESIDUAL PROVISIONS

17.1 The Scheme is an arrangement between the Company and its Members under section 230 of the Act and does not envisage transfer or vesting of any properties and/or liabilities to or in favor of a transferee company as contemplated in section 232 of the Act. The Scheme does not involve any 'conveyance' or 'transfer' of any property and does not relate to amalgamation or merger of companies under the order of the Competent Authority under section 232 of the Companies Act and accordingly the order sanctioning the Scheme shall not be deemed to be a 'conveyance' under the provisions of the Indian Stamp Act, 1899 as applicable or any other Applicable Law, and therefore no stamp duty will be payable under the Indian Stamp Act, 1899.

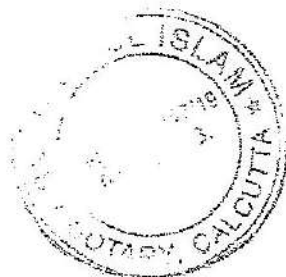
17.2 The Company shall be at liberty to withdraw this Scheme at any time for any reason.

17.3 Upon sanction of this Scheme, with effect from the Effective Date, this Scheme shall be binding on all Members and creditors of the Company notwithstanding anything to the contrary contained in any document, deed or otherwise.

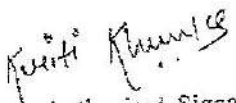
17.4 All actions taken by the Company pursuant to and in accordance with this Scheme shall be deemed to be in compliance with Applicable Law, and shall not be deemed to have breached any provisions of Applicable Law.


Rajesh Singh
Chief Financial Officer
JAMIPOL Limited

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For JAMIPOL Limited


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Authorised Signatory

JAMIPOL

JAMIPOL Limited

CIN NO: U24111JH1995PLC009020

Regd. Office: Namidih Road, Burmamines, Jamshedpur – 831007,

Ph. No. 0657 – 2345428, 6516237, 238, 239, Fax : 0657 2345431; www.jamipol.com

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014, as amended)

Name of the Member:

Registered Address:

E-mail ID:

Folio NO./ Client ID No.: DP ID No.

I/We being the Member (s) holding equity shares of JAMIPOL Limited, hereby appoint

i. Name: E-mail ID:

Address: Signature:, or
failing him/her

ii. Name: E-mail ID:

Address: Signature:, or
failing him/her

iii. Name: E-mail ID:

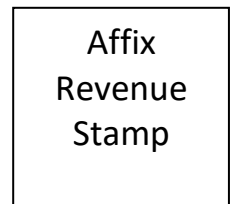
Address: Signature:

as my/our Proxy to attend and vote for me/us and on my/our behalf at the NCLT convened meeting of the equity shareholders of the Company to be held on Saturday, December 18, 2021 at 11.00 a.m.(IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') and at any adjournment thereof

Signed this Day of2021

Signature of shareholder:

Signature of Proxy holder(s):



NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting or be sent by email to cs@jamipol.com, duly completed and signed, not less than 48 (forty eight) hours before the scheduled time of the commencement of the meeting.
2. Appointing Proxy does not prevent a Member from attending in person if he/she so wishes.
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.