



J. K. INVESTO TRADE (INDIA) LIMITED

(CIN: U99999MH1947PLC005735)

Registered Office: New Hind House, 3, N. M. Marg, Ballard Estate, Mumbai – 400 001

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN of the Extraordinary General Meeting of the Members of J. K. Investo Trade (India) Limited to be held on **Tuesday, June 11, 2019** at 11.30 a.m. at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 for the following purposes:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof), to dispose of (by way of sale or transfer or otherwise howsoever) the whole of the land together with the structures thereon of the Company situated at Village Panchpakhadi Taluka and District of Thane and within the Municipal limits of Thane, Maharashtra, (“the said property”), on an as is where-is basis, subject to necessary approvals as may be required from time-to-time from the relevant/statutory authorities, for consideration which shall not be less than the prevailing market value of the said property and on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this Resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or the Company Secretary to give effect to the aforesaid Resolution; and

RESOLVED FURTHER THAT all actions and other acts, deeds, matters and things taken by the Board in connection with any matter referred to or contemplated in any of the foregoing Resolution are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
For J. K. Investo Trade (India) Limited**

**Dated : May 16, 2019
Place : Mumbai**

**Mukesh Darwani
Company Secretary
ACS – 19464**

NOTES:

1. Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings relating to special business to be transacted at the Extraordinary General Meeting (EGM) is annexed.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.

3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the EGM.
5. Members are requested to intimate to the Company's Registrar and Share Transfer Agents/their Depository Participants:
 - (a) current e-mail ID, so that all notices and other statutory documents can be sent electronically, as a measure of "Green Initiative"; and
 - (b) nomination facility to be availed, if any.
6. Relevant documents pertaining to business of this Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays, up to and including the date of EGM.
7. Notice of EGM is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the Notice is being sent by the permitted mode. Members who require communication in physical form in addition e-communication, or have any other queries, may write to us at jktil@raymond.in. Notice of EGM is also available on the Company's website i.e. www.jkinvesto.com. This Notice is also available on the website of Central Depository Services (India) Limited (CDSL).
8. A route map showing directions to the venue of the EGM is given at the end of this Notice as per the requirements of the Secretarial Standards – 2 on "General Meetings".
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the reply can be made available at the Meeting.
10. **Voting through electronic means:**
 - I. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its Members the facility of 'remote e-voting' to exercise their right to vote at this EGM. The business may be transacted through e-voting services rendered by CDSL.
 - II. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EGM) and voting at the EGM is June 4, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
 - III. The Board has appointed Shri Ashish C. Bhatt, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and the voting process at the EGM in a fair and transparent manner.
 - IV. The instructions to Members for voting electronically are as under:
 - (i) The voting period begins on June 8, 2019 at 10.00 a.m. and ends on June 10, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of, June 4, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Members holding shares in physical or in demat form as on June 4, 2019, shall only be eligible for e-voting.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders/Members Tab.
 - (v) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (V).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of J. K. Investo Trade (India) Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under Help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jkinvesto.com and on the website of CDSL viz. www.evotingindia.com within two days of the passing of the resolution at the EGM of the Company.

ANNEXURE TO THE NOTICE OF THE EGM

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 1: Authority to undertake sale of land and structures thereon

The Company is in possession of property consisting of the land parcel admeasuring around 19 Acres together with the structures standing thereon, situated at Village Panchpakhadi Taluka and District of Thane and within the Municipal limits of Thane, Maharashtra ("the said property"). The erstwhile manufacturing facilities of the Company were situated on the said property and all the said manufacturing activities were discontinued since the year 1981 and thereafter the said property remains vacant and mostly underutilised.

The said property has an advantage of being centrally located in Thane City and in a predominantly residential and commercial area with excellent social and civic infrastructure as well as easy access to various facilities and connectivity to Eastern Express Highway and upcoming Metro projects.

The Board of Directors of the Company is of the view that it will be prudent and beneficial for the Company to monetise the said property and unlock value for its shareholders.

Having regard to above and after evaluating various options, the Board of Directors of your Company at its Meeting held on May 16, 2019 approved the disposal of the said property by way of sale or transfer or otherwise howsoever, subject to receipt of requisite relevant/statutory and contractual approvals.

Since the sale of the said property will entail the prior approval of the shareholders in terms of Section 180(1)(a) of the Companies Act, 2013 and the Rules made thereunder, your Directors recommend passing of the special resolution as contained in the Notice of the Meeting.

None of the Directors of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors
For J. K. Investo Trade (India) Limited**

**Dated : May 16, 2019
Place : Mumbai**

**Mukesh Darwani
Company Secretary
ACS – 19464**

ROUTE MAP FOR THE VENUE OF EXTRAORDINARY GENERAL MEETING OF J. K. INVESTO TRADE (INDIA) LIMITED

