



JAYA HIND INDUSTRIES LIMITED
A Firodia Enterprise

EXTRA ORDINARY GENERAL MEETING

DATE MONDAY, 26TH AUGUST, 2019

TIME 11.00 A.M.

VENUE MUMBAI – PUNE ROAD, AKURDI, PUNE 411 035

NOTICE

Notice is hereby given that an (02/2019-20) Extraordinary General Meeting of the Members of Jaya Hind Industries Limited (the "Company") will be held on Monday, the 26th day of August, 2019 at 11.00 AM at the Registered Office of the Company at Mumbai Pune Road, Akurdi, Pune – 411 035, to transact the following **Special Business**:-

- 1) To consider and, if though fit, to pass with or without modifications the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, the existing Articles of Association of the Company be substituted with new set of Regulations, as the Articles of Association, as prepared by the Company and placed for inspection of the Members of the Company and a copy of which is placed before this General Meeting and initialled by the Chairman of the meeting for identification, as the Articles of Association of the Company, with effect from the date on which the necessary approval of the Central Government is granted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any change, modifications or make any additions, as may be directed by the Central Government, while approving the new set of Regulations as the Articles of Association of the Company resulting in conversion of the Company from a public company to a private company, as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Director to whom such powers are delegated by the Board of Directors of the Company be and is hereby authorized to take all necessary steps, comply with all necessary procedures, submit all required documents, explanations or papers as may be required to seek approval of the Central Government as per the provisions of Section 14 or any other provision of the Companies Act, 2013 for the said substitution of Articles of Association of the Company or for conversion of the Company from a public company to private company within the meaning of Section 2(68) of the Companies Act, 2013 or do any act or take any action, as may be advised or expedient or as may be thought fit by the Board of Directors of the Company or by such delegate of the Board of Directors of the Company."

Notes :-

- 1) Statement as per the provisions of Section 102 of the Companies Act, 2013 (**the Act**), in respect of the Special Business, mentioned above, is attached to this Notice.
- 2) The venue of the meeting is at the Company's Registered Office situated at Mumbai Pune Road, Akurdi, Pune – 411 035. The said place is on the Mumbai Pune Road and the landmarks are Khandoba Temple on **South** side and the Main Gate of Force Motors Limited on **North** side.
- 3) The entire set of Regulations, to be adopted as the Articles of Association along with the existing Articles of Association of the Company, are available for inspection at the Registered Office of the Company at Mumbai Pune Road, Akurdi, Pune – 411 035 on any working day between 10.00 AM to 4.30 PM. Any Member who wishes to inspect the above documents or any of them is requested to contact the Company Secretary of the Company having her office at the above location.

JAYA HIND INDUSTRIES LTD.

CIN : U74999PN1947PLC005480

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- **Registered Office** : Mumbai-Pune Road, Akurdi, Pune - 411 035. Phone : (+91) 20 27473981 Fax : (+91) 20 27474827
 - **Urse Works** : Tal. : Maval, Dist. : Pune - 410 506. Phone : (+91) 2114 287327
 - **Pithampur Works** : Plot No. 4, Sector 1, PO Pithampur, Dist. : DHAR - 454 775 Phone : (+91) 7292 305051
 - **Chennai Works** : Village : Kottaiyur, Dist. : Thiruvallur - 631 402, Tamil Nadu

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- 4) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- 5) Mr. Abhaykumar Firodia, (DIN 00025179), Mr. Prasan Firodia, (DIN 00029664) and Mrs. Indira Firodia, (DIN 00035115), Mrs. Sunanda Mehta, (DIN 00289624) and Mrs. Shribala Chordia, (DIN 00041557) being Members of the Company may be deemed to be interested in this business of the Company. Mrs Harsha Jain (daughter of Mr. Abhaykumar Firodia) also holds some equity shares of the Company and to that extent may be deemed to be interested in this business.

No other Director of the Company or Key Managerial Personnel of the Company has any interest in this business.

By Order of the Board of Directors
For **Jaya Hind Industries Limited**

Sd/-
Abhaykumar Firodia
Chairman
DIN: 00025179

Pune, 1st August, 2019.



STATEMENT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED TO NOTICE DATED 01st AUGUST, 2019 CONVENING AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF JAYA HIND INDUSTRIES LIMITED.

The Company was incorporated in the year 1947 as per the provisions of the Indian Companies Act, 1913. Considering the provisions of Section 2(35) of the Companies Act, 1956, the Company became a Private Company w.e.f. 8th March, 1956. In view of the provisions of Section 43A of the Companies Act, 1956, the Company became a "deemed public company". Subsequently, the Articles of Association of the Company, then existing, were modified so as to convert the Company into a Public Company, within the meaning of Section 2(97) read with Section 3 of the Companies Act, 1956 w.e.f. 4th June, 1983.

As of date, the entire paid up equity share capital of the Company is held by 13 individuals as joint shareholder or singly. Out of the entire paid equity share capital, the holding of Mr. Abhaykumar Firodia of Pune, his son Mr. Prasan Firodia of Pune, Mrs. Indira Firodia (wife of Mr. Abhaykumar Firodia) of Pune and 11,80,77,861 equity shares of Rs.10 each jointly held by Mr. Abhaykumar Firodia / his family constitute more than 99% of the paid up equity share capital. Other than the Members of Mr. Abhaykumar Firodia family only 7 individuals are the Members of the Company who hold total 1,38,000 equity shares of Rs.10 each only.

As the Members of the Company are aware, the companies of Mr. Abhaykumar Firodia branch of Firodia family viz. Jaya Hind Investments Private Limited (erstwhile Company), Prasanna Holdings Private Limited (erstwhile Company), Dhanna Engineering Private Limited (erstwhile Company), Ahmednagar Engineering Private Limited (erstwhile Company) amalgamated with the Company as per the Scheme of Amalgamation and Arrangement including reduction in share capital, by cancellation of cross shareholding between these companies and the Company, as per the Orders passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai, with effective dated 1st January 2018.

Considering the shareholding pattern of the Company and Mr. Abhaykumar Firodia being the Promoter of the Company, holding (with his family members) more than 99% of the paid up share capital of the Company for the time being, the Board of Directors of the Company in its meeting held on 1st August, 2019 decided that, subject to the approval of the Members and of the Central Government, as per the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, to substitute the present Articles of Association of the Company with new set of Regulations, as the Articles of Association of the Company and consequently convert the Company from public limited to private limited.

A complete set of these Regulations, to be substituted as the Articles of Association of the Company, in place of existing Articles of Association of the Company is available for inspection at the registered office of the Company, as indicated in the Notice dated 1st August, 2019.

The main features of these new Regulations to be adopted as Articles of Association, subject to necessary approvals are:

- a) The number of Members of the Company would be restricted to 200.
- b) There would be restriction on right to transfer the shares of the Company and
- c) There would be prohibition to invite any public subscription for the securities of the Company.

Thus with these new Regulations as in Articles of Association Company would satisfy the criteria prescribed by the Companies Act, 2013, so as to be treated as a "Private Company", within the

meaning of Section 2(68) of the Act, in place/instead of being a "Public Company", within the meaning of Section 2 (71) of that Act.

The Company as of date has not accepted any deposits from the Public and the deposit accepted from the Directors of the Company or relatives of the Directors, are guaranteed by Mr. Abhaykumar Firodia, Chairman of the Company.

The Company has, as of 31st March, 2019, borrowed / utilised banking facilities either as fund based or non-fund based, but the total borrowing is Rs. 12,788.54 Lakhs and considering the asset base (book value basis) of Rs.13,34,872 Lakhs as on 31st March, 2019.

The following Directors hold shares in the equity share capital of the Company, either singly or jointly, with other Directors and thus may be deemed to be interested in this business.

Name of the Director	DIN
Mr. Abhaykumar Firodia	00025179
Mr. Prasan Firodia	00029664
Mrs. Indira Firodia	00035115
Mrs. Sunanda Mehta	00289624
Mrs. Shribala Chordia	00041557

Mrs. Shyamala Navalakha is sister of Mr. Abhaykumar Firodia, may be deemed to be interested to that extent in this business. None of the other Directors or any Key Managerial Personnel of the Company, is interested in this business.

As per the provisions of Section 14 of the Act, the subscription of the Articles of Association of the Company, on approval of the Members would be subject to approval of the Central Government (i.e. Regional Director, Ministry of Corporate Affairs, Government of India, Western Region, Mumbai).The Company as per the procedure prescribed will submit necessary application and the new set of Regulations would become the Articles of Association of the Company only if, the conversion of the Company from a public company to a private company is approved by the Orders of the Central Government, passed as per the provisions of Section 14 of the Act.

By Order of the Board of Directors
For **Jaya Hind Industries Limited**

Sd/-
Abhaykumar Firodia
Chairman
DIN: 00025179

Pune, 1stAugust, 2019.

PROXY FORM
FormNo. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	U74999PN1947PLC005480
Name of the Company	:	JAYA HIND INDUSTRIES LIMITED
Registered Office	:	Mumbai-Pune Road, Akurdi, Pune - 411 035.
Name of the Member(s)	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No/ Client Id	:	_____
DP ID	:	_____

I/We, being the member(s) of shares of the abovenamed company, hereby appoint-

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (02/2019-20) Extra Ordinary General Meeting of the Company, to be held on **Monday, the 26th day of August 2019 at 11.00 a.m.** at the Registered Office of the Company at Mumbai - Pune Road, Akurdi, Pune - 411 035, near Khandoba Mandir, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Sr. no.	Description	For	Against
Special Business			
1)	Adoption of new set of Articles of Association in place of existing Articles of Association resulting in conversion of the Company from public limited company to private limited company.		

Signed this day of 2019

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 hours before the commencement of the Meeting.

ROUTE MAP

Deccan Gymkhana / Pune Station to Jaya Hind Industries Ltd., Akurdi

LEGEND

- Route One
- Route Two
- Route Three
- Other Roads

