

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **6th Annual General Meeting** of the Members of **JICS LOGISTIC LIMITED** will be held on **Wednesday the 30th day of September, 2015 at 1:00 PM** at Registered Office situated at **Unit No. 403, 4th Floor, Classic Pentagon, Andheri (East) Mumbai-400069** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the **Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year** ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of **Mr. Pranav Jhawar**, Whole Time Director, who retires by rotation, and being eligible offers himself for reappointment.

"RESOLVED THAT Mr. Pranav Jhawar (DIN 00061525), Whole Time Director of the Company retires by rotation in terms of the provisions of the Companies Act, 2013, and being eligible, offers himself for reappointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of **M/s. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (ICAI Registration No. 117364W)**, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 7th Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors."

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

"RESOLVED THAT pursuant to the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby Approves the re-appointment of **Mr. Anil Jhawar** with effect from February 01, 2015 as **Managing Director** of the Company on such remuneration as may be determined by the Board of Directors."

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

"RESOLVED THAT pursuant to the provisions of Section 203 and all other applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves the appointment of **Mrs. Manisha Lalwani** with effect from July 14, 2015 as **Company Secretary** of the Company on such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS

6. To consider and approve the place for keeping of secretarial records of the company other than the registered office of the company

"RESOLVED THAT pursuant to Section 128 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to keep the Secretarial Records of the Company at such place where the majority of the shareholders of the Company resides with effect from the date of AGM."

"RESOLVED FURTHER THAT as the major shareholders of the Company resides in Indore city, therefore it is hereby decided that the Secretarial Records of the Company be kept at its Corporate Office of the company situated at 13B, Sector-A, Industrial Area, Sanwer Road, Indore (MP)- 452015."

"RESOLVED FURTHER THAT Mr. Anil Jhavar, Managing Director of the Company, be and is hereby authorized to digitally sign and file e-form MGT-14 with the Registrar of Companies and to do all such thing as may be required in this connection."

Place: **Mumbai**

Date: **28th September, 2015**

By Order of the Board



Manisha Lalwani
Company Secretary

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Client ID/ Folio No.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses.

The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 6 of the accompanying Notice dated 28th September, 2015:

ITEM NO. 6

As the corporate office of the company is situated in Indore, the resolution was put before the members of the company as per Section 128 of the Companies Act, 2013 for maintaining the secretarial records of the company at its Corporate Office.

Therefore, the proposed resolution is put before the shareholders of the company for their consideration and approval. None of the directors of the company is concerned or interested in the proposed resolution.

Place: **Mumbai**

Date: **28th September, 2015**

By Order of the Board

Manisha Lalwani
Company Secretary