

JCB INDIA LIMITED

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044
CIN: U74899DL1979PLC009431

NOTICE

Notice is hereby given that the 39th Annual General Meeting of JCB India Limited will be held at 11:00 a.m. on Friday, the 28th day of September, 2018 at the Registered Office of the Company at B - 1/ I-1, 2nd Floor Mohan, Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 (India) to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2018 together with Board's and Auditor's Report thereon.
2. To confirm the interim dividend of Rs. 11,100/- per equity share paid for the financial year 2017-18.
3. To appoint a Director in place of Mr. Michael Hargreaves (DIN 00684725), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Mark Turner (DIN 07134065), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

ITEM NO. 5

REMUNERATION TO THE COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the remuneration of Rs. 8 lacs plus Rs. 1 lac out of pocket expenses as approved by the Board, to be paid to M/s. Vijendra Sharma & Co (Firm Registration No. 00180) Cost Accountants, who was appointed as Cost Auditor of the Company for audit of the cost accounting records of the Company for the financial year 2018-19, be and is hereby ratified.”

ITEM NO. 6

REMUNERATION TO MR. VIPIN SONDHI, MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER (MD&CEO)

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

“RESOLVED THAT subject to the limits contained in sections 197 & 198 read with Section I of Part II to Schedule V of the Companies Act, 2013 and other provisions, if any, as applicable, of the Companies Act, 2013 and Articles of Association of the Company, and in supersession of the resolutions as passed earlier in this regard, approval of the Shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Vipin Sondhi, MD & CEO of the Company for the period from 1st January, 2018 to 31st December, 2018 on the terms and conditions as set out herein below:

- (a) Salary:
Basic Salary of Rs. _____ per annum.
- (b) Bonus:
Annual performance linked bonus for a calendar / financial year, which shall be determined by the Board on the basis of appraisal and evaluation of performance of the MD&CEO by the Group CEO.
- (c) Special Allowance of Rs. _____ per annum.
- (d) Leave Travel Allowance of Rs. _____ per annum.
- (e) Corporate annual club membership for self and family on actual basis
- (f) Perquisites – The MD&CEO shall be entitled to the following perquisites :
 - i) Medical treatment for self and dependents at actuals
 - ii) Mediclaim for self and dependents at actuals
 - iii) Telephone at residence, limited to Rs. _____
 - iv) Chauffeur driven and Company maintained car (_____) at actuals for attending to business requirements
 - v) Company maintained second car (_____) at actuals for self-use. Driver salary will be paid for by the MD&CEO for this second car
 - vi) Security personnel at residence at actuals
- (g) The MD&CEO shall be entitled to the following Retiral benefits –
 - i. Provident Fund – Rs. _____
 - ii. Gratuity – Rs. _____
- (h) The Company shall meet all expenses of the MD&CEO in connection with discharge of business duties as per the Policy of the Company.

- (i) The MD&CEO, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the aforesaid annual remuneration may be paid to the MD & CEO proportionately by way of a monthly payment as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to alter and vary the terms and conditions of the appointment, including the remuneration of the MD & CEO, within the limits, if any, specified in the Schedule V to the Companies Act, 2013 or any amendment thereto.

RESOLVED FURTHER THAT Ms. Shweta Gupta, Company Secretary, be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary to give effect to this resolution.”

ITEM NO. 7

REMUNERATION TO MR. SUBIR KUMAR CHOWDHURY, WHOLE-TIME DIRECTOR

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

“RESOLVED THAT subject to the limits contained in sections 197 & 198 read with Section I of Part II to Schedule V of the Companies Act, 2013 and other provisions, if any, as applicable, of the Companies Act, 2013 and Articles of Association of the Company, and in supersession of the resolutions as passed earlier in this regard, approval of the Shareholders of the Company be and is hereby accorded to revise the remuneration of Mr. Subir Kumar Chowdhury, Whole-Time Director of the Company for the period from 1st January, 2018 to 16th March, 2022 on the terms and conditions as set out herein below:

Components	Annual Amount as on (in INR) 1st January, 2018
Basic Salary	
House Rent Allowance	
Special Allowance	
Car Lease Value	
Fuel Reimbursement	
Driver Salary Reimbursement	
Medical Reimbursement	
Leave Travel Allowance	
Guaranteed Cash (A)	

Provident Fund	
Gratuity / Exgratia	
Retirals (B)	
Annual Fixed Salary (C=A+B)	
Performance Variable Pay (D)	To be paid annually based on Company and individual performance, as approved by the Board on the basis of appraisal and evaluation of performance of the Whole-Time Director by the MD&CEO of the Company.
<u>Other Benefits as per Company's Policy</u>	
Mobile Usage Reimbursement (As per entitlements)	
Medical Insurance Health Scheme as per policy	
Comprehensive Medical Check-up (As per entitlements)	
Group Term Insurance Policy	
Group Personal Accident Policy	
Leave Encashment (As per Leave Policy)	
Club Membership	

Besides, the Company shall meet all expenses in connection with discharge of the business duties of the Whole-Time Director as per the Policy of the Company.

As long as he functions as such, the Whole-Time Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the aforesaid annual remuneration may be paid to the Whole-Time Director proportionately by way of a monthly payment as per the policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to alter and vary the terms and conditions of the appointment, including the remuneration of the Whole-Time Director, within the limits, if any, specified in the Schedule V to the Companies Act, 2013 or any amendment thereto.

RESOLVED FURTHER THAT Ms. Shweta Gupta, Company Secretary, be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary to give effect to this resolution.”

For & on behalf of JCB India Limited

Sd/-
Shweta Gupta
Company Secretary

Date: 5th September, 2018
Place: Ballabgarh, Haryana

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.
2. MEMBERS/PROXIES/REPRESENTATIVES SHOULD BRING THE ENCLOSED DULY FILLED ATTENDANCE SLIP FOR ATTENDING THE MEETING.
3. EXPLANATORY STATEMENTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT 2013 ARE ANNEXED.
4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND EXPLANATORY STATEMENT WILL BE AVAILABLE FOR INSPECTION BY MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY DURING OFFICE HOURS ON ALL WORKING DAYS, EXCEPT SATURDAYS, SUNDAYS AND PUBLIC HOLIDAYS UP TO AND INCLUSIVE OF THE DATE OF THE ANNUAL GENERAL MEETING. FURTHER THE REGISTER OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING MAINTAINED UNDER SECTION 170 OF THE COMPANIES ACT, 2013 THE REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS ARE INTERESTED UNDER SECTION 189 OF THE ACT WILL ALSO BE AVAILABLE FOR INSPECTION AT THE MEETING. ALSO DETAILS RELATING TO AGE, QUALIFICATION, EXPERIENCE, TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS WILL ALSO BE AVAILABLE FOR INSPECTION AT THE MEETING.
5. A ROUTE MAP SHOWING DIRECTIONS TO REACH THE VENUE ALONG WITH PROMINENT LANDMARKS OF THE 39th ANNUAL GENERAL MEETING IS GIVEN AT THE END OF THIS NOTICE.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required in terms of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned under Item No. 5 to 7 of the "Special Business" in the accompanying Notice:

Item 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Vijendra Sharma & Co., Practising Cost Accountants, for conducting the audit of the cost records of the Company for the financial year 2018-19.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Cost Auditors which was approved by the Board of Directors on the recommendation of the Audit Committee has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to Cost Auditor for the financial year 2018-19.

None of the Directors or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item 6

Mr. Vipin Sondhi was re-appointed as the Managing Director & CEO of the Company for another term of five years from 1st January, 2014 to 31st December, 2018 pursuant to approval of the Board of Directors and Members of the Company at their meetings held on 3rd December, 2013.

As per the policy of the Company, the remuneration of the officers of the Company are revised annually on the basis of yearly appraisal which is done taking into consideration the performance of the Company and accomplishment of the performance targets. Accordingly, on the basis of yearly appraisal for the year 2017, as done in February, 2018 after closure of the year 2017, the remuneration of the MD & CEO was proposed to be revised with effective from 1st January, 2018.

The Nomination & Remuneration Committee and the Board of Directors at their meeting held on 22nd March, 2018, subject to the approval of the Members, have approved the proposed revision of remuneration of Mr. Vipin Sondhi as MD & CEO of the Company w.e.f 1st January, 2018.

Also details relating to age, qualification, experience, terms and conditions of appointment of Mr. Vipin Sondhi, MD & CEO will also be available for inspection at the meeting.

Accordingly, the present proposal is to seek approval of the Members for the proposed revision in remuneration of Mr. Vipin Sondhi as MD & CEO of the Company for the period from 1st January, 2018 to 31st December, 2018, as required in terms of the applicable provisions of the Companies Act, 2013.

Your Directors recommend the passing of the Resolution at Item no. 6 as a Special Resolution.

Except Mr. Vipin Sondhi, none of the Directors or Key Managerial Personnel or their relatives is concerned about or interested in the resolution.

Item 7

The Board of Directors of the Company have appointed Mr. Subir Kumar Chowdhury as the Whole-Time Director of the Company for a term of five years with effect from 17th March, 2017 to 16th March, 2022 which was approved by Shareholders of the Company at their meetings held on 28th September, 2017.

As per the policy of the Company, the remuneration of the officers of the Company are revised annually on the basis of yearly appraisal which is done taking into consideration the performance of the Company and accomplishment of the performance targets. Accordingly, on the basis of yearly appraisal for the year 2017, as done in February, 2018 after closure of the year 2017, the remuneration of the Whole-Time Director was proposed to be revised with effective from 1st January, 2018.

The Nomination & Remuneration Committee and the Board of Directors at their meeting held on 22nd March, 2018, subject to the approval of the members, have approved the proposed revision of remuneration of Mr. Subir Kumar Chowdhury, Whole-Time Director of the Company w.e.f 1st January, 2018.

Also details relating to age, qualification, experience, terms and conditions of appointment of Mr. Subir Kumar Chowdhury, Whole-Time Director will also be available for inspection at the meeting.

Accordingly, the present proposal is to seek approval of the members for the proposed revision in remuneration of Mr. Subir Kumar Chowdhury, Whole-Time Director of the Company for the period from 1st January, 2018 to 16th March, 2022, as required in terms of the applicable provisions of the Companies Act, 2013.

Your Directors recommend the passing of the Resolution at Item no. 7 as a Special Resolution.

Except Mr. Subir Kumar Chowdhury, none of the Directors or Key Managerial Personnel or their relatives is concerned about or interested in the resolution.

For & on behalf of JCB India Limited

Sd/-
Shweta Gupta
Company Secretary

Date: 5th September, 2018
Place: Ballabgarh

JCB INDIA LIMITED

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044
CIN: U74899DL1979PLC009431

ATTENDANCE CARD

39th Annual General Meeting, Friday, 28th day of September, 2018 at 11.00 A.M.

Folio No. /DP Client ID _____ No. of shares _____

Name _____

Address _____

I/ We hereby record my/ our presence at the 39th Annual General Meeting of the Company being held at 11.00 A.M. on Friday, 28th day of September, 2018 at B-1 / I -1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044

Signature of Member/ proxy

JCB INDIA LIMITED

Regd. Office: B-1 / I – 1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044
CIN: U74899DL1979PLC009431

FORM OF PROXY

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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) ofholding _____ shares of JCB India Limited, hereby appoint

1.	Name	Email Id
	Address	
	Signature	or failing him/her

2.	Name	Email Id
	Address	
	Signature	or failing him/her

3.	Name	Email Id
	Address	
	Signature	or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held at 11.00 A.M. on Friday, 28th day of September, 2018 at B-1 / I -1, 2nd Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110 044 and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf:

*I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31 st March, 2018 together with Board's and Auditor's Report thereon.		
2.	To confirm the interim dividend of Rs. 11,100/- per equity share paid for the financial year 2017-18.		
3.	To appoint a Director in place of Mr. Michael Hargreaves (DIN 00684725), who retires by rotation and being eligible, offers himself for reappointment.		
4.	To appoint a Director in place of Mr. Mark Turner (DIN 07134065), who retires by rotation and being eligible, offers himself for reappointment.		
Special Business			
5.	To ratify remuneration to the Cost Auditor		
6.	To approve remuneration to Mr. Vipin Sondhi, Managing Director & CEO		
7.	To approve remuneration to Mr. Subir Kumar Chowdhury, Whole-Time Director		

Signed this..... day of..... 2018.

Affix Revenue Stamp

Signature of Member/

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.
- 2) A proxy need not be a Member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

APCER Life Sciences

of Ayurveda, Delhi
अखिल भारतीय
आयुर्वेद...

(Chamunda Chowk) महा वन मंदिर

चामुंडा
देवी टेम्पल



Intertek India
Private Limited

LEA Associates South
Asia Private Limited

Panacea Blotec
पेनेसिया
बायोटेक

AIIA Delhi Masjid
AIIA दिल्ली
मस्जिद

Holy Redemption Church

होली
रेडेंप्शन ऑ...

Kali Mandir
काली मंदिर

Over Head
Tank
ओवर हेड
टैंक

JCB India Limited

Gionee India
Private Limited

Rinfoline

Oriental Bank
of Commerce
ओरियन्टल बैंक
ऑफ कॉमर्स

Overhead
Water Tank
ओवरहेड
वॉटर टैंक

Salvation Faith
Of God Church
साल्वेशन फॉय
ऑफ गोड चर्च

India Corporate Centre
भारत कारपोरेट
केंद्र

Shilpi Cable
Technologies Limited



T & T Motors - Mercedes
Benz Showroom...

Kendriya Vidyalaya
केन्द्रीय
विद्यालय