

# JAGAT TRADING ENTERPRISES LIMITED

REGISTERED OFFICE: 208, MAGNUM HOUSE II, KARAMPURA COMMUNITY CENTRE,  
NEW DELHI-110015

CIN: L74999DL1982PLC014411

Email: [jagattradingenterpriseslimited@gmail.com](mailto:jagattradingenterpriseslimited@gmail.com)

## NOTICE

**NOTICE** is hereby given that the 36<sup>th</sup> ANNUAL GENERAL MEETING of the Members of M/s. JAGAT TRADING ENTERPRISES LIMITED will be held on Monday, the 16<sup>th</sup> September 2019 at 11.00 AM at the Registered Office of the Company at 208, Magnum House II, Karampura Community Centre, New Delhi 110015, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2019 together with Report of the Director's & Auditor's thereon.
2. To appoint a Director in place of Shri Vikas Jalan (DIN No: 01714220), who retires by rotation at the ensuing Annual general Meeting and being eligible offers himself for reappointment as such as per the provisions of Section 152 (6) of Companies Act, 2013.

### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to Section 196(1) and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the consent of the Board be and is hereby accorded to appointment of Ms. Swagata Das (DIN: 06913656) as Whole Time Director for a period of 5 years w.e.f., 01.03.2019 of the Company to perform the duties which may be assigned by the Board of Director of the Company from time to time.

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

**"RESOLVED THAT** pursuant to Section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Person) Rule, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and SEBI (LODR) 2015 as approved by the Audit Committee and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and as per the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors, at their respective meetings held on March, 19<sup>th</sup> 2019. Appointment and Payment of remuneration to Shri Surya Kant Gupta (PAN: ADNPG4083F), CFO and KMP of the Company be and is hereby approve as under.

**Salary:** Rs 2,20,000/- (Rupees Two Lakh Twenty Thousand Only) per month with authority to the Board of Directors to grant increments to Mr. Surya Kant Gupta from time to time upto Rs 3,50,000 (Rupees Three Lakh Fifty Thousand only) per month.

**"RESOLVED** further that the above remuneration shall be paid as minimum remuneration in case of Loss or inadequate of Profits."

#### **Perquisites and Allowances:**

- 1) In addition to the salary Mr. Surya Kant Gupta is also entitled to perquisites and allowances, including medical reimbursement, leave travel allowance for self and family, and such other allowances and perquisites as the Board or its Committee, Company may in its absolute discretion determine from time to time.
- 2) Gratuity as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the Computation of the ceiling for remuneration specified above.
- 3) Cars/drivers for use on Company's business and telephones and other communication facilities at residence will not be considered as perquisites.
- 4) Leave with full pay or encashment thereof as per the Rules of the Company.
- 5) Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or Allowances as per the Company's rules.

#### **Other perquisites:**

Subject to overall ceiling on remuneration mentioned herein below, the CFO, Mr. Surya Kant Gupta, may be given any other Allowances, benefits and perquisites as the Board of Directors (which includes any committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

By Order of the Board of Directors

Sd/-

Ashish Kumar Sonwani  
(Company Secretary)

Date – 28/05/2019  
Place – New Delhi

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 (1), of the Companies Act 2013, in respect of Item No's 3 and 4 is respectively annexed hereto of Ordinary Resolution of Special Business.
2. A member who is entitled to attend and vote at the meeting at the Annual General Meeting is also entitled to appoint a proxy to attend and vote at the meeting instead of him-self / her-self and the Proxy need not be a member of the Company.
3. Proxy form duly filled, stamped and signed and must be reached / lodge with the company at its Registered Office at least 48 hours before the commencement of the AGM.
4. 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 shareholder.
5. In case of Joint Holders attending the meeting, the members whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote.
6. The Register of Members and Share Transfer Book of the Company will remain closed from Monday the 09<sup>th</sup> September 2019 to Monday the 15<sup>th</sup> September 2019 (both days inclusive) in terms of Section 91 of the Companies Act, 2013.
7. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No. along with their copy of Annual Report.
8. Shares holders should inform the Company of any change in their registered address, Bank details, PAN and e-mail ID's. The members can send their email quoting their folio no, Name, Address and Number of Shares to [jagattradingenterpriseslimited@gmail.com](mailto:jagattradingenterpriseslimited@gmail.com) for registration, to receiving all communication from the company electronically. Kindly visit the Company website [www.jtel.co.in](http://www.jtel.co.in) to get the update about company.
9. The Company has entered into an agreement on 15<sup>th</sup> March 2002 with the National Securities Depository Ltd. (NSDL) to make the equity shares of your Company available for dematerialisation in accordance with the provision of the Depository Act, 1996. The Shares holders can now hold their shares in dematerialisation form through their respective depository participant. The ISIN No: **INE321F01011** is allotted for the Company Securities.
10. The Company has appointed Registrar and share Transfer Agent to M/s. Skyline Financial Services Pvt. Ltd, D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi 110020, [www.skylinerta.com](http://www.skylinerta.com)
11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, 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.
12. SEBI vide Notification dated 30-11-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository.
13. Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience. The ISIN No: **INE321F01011** is allotted for the Company Securities.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in Physical Form can submit their PAN to the Company/ Skyline Financial Services Pvt. Ltd (RTA).
15. Members may note that Notice of the 36<sup>th</sup> Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company Website i.e. [www.jtel.co.in](http://www.jtel.co.in).
16. All the Material Documents, Resolutions, Memorandum and Articles of Association, Statutory Registers etc. are open for inspection to the members
17. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the shareholders may exercise their option through electronic voting system and the Company is providing the facility for voting by electronic means (e-voting) to all the members. The Company has engaged the services of **Central Depository Services Limited (CDSL)** to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following period:  
Commencement of e-voting – From 10.00 A.M. on September 12, 2019  
End of e-voting – upto 5.00 P.M. on September 15, 2019
18. E-voting shall not be allowed beyond 5.00 P.M. September 15, 2019. During the e-voting period, the shareholders of the company, holding shares either in physical or dematerialised form as on cut – off date may cast their vote electronically. The cut – off date of e – voting period is **September 1, 2019**.
19. The company has engaged the services of Central Depository Services Limited.
20. The procedure of E voting shall be as follow through e voting platform at [www.evotingindia.com](http://www.evotingindia.com) provided by Central Depository Services (India) Ltd., if you are first time user follows the steps given below. In case you have any query regarding e voting you may refer the FAQ and e voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. The Board of Director has appointed SGS Associates (Company Secretaries Firm) 1<sup>st</sup> Floor, 14, Rani Jhansi Road, New Delhi 110015 as Scrutinizer for conducting the e-voting and Postal Ballot process, Scrutinizer will submit the final report as soon as possible after the last date of receipt of e-voting bit not later than closing of the business hours on 18<sup>th</sup> September 2019.

22. That the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
23. That the members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the 8 digits of the <b>SEQUENCE NUMBER*</b> as the case may be, in the PAN field.</p> <p>In case the Client ID / Folio No. is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.</p>
<b>Date of birth Or Date of Incorporation or Dividend Bank Details.</b>	<p>Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No.</p> <p style="text-align: center;">OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

**Explanatory statement pursuant to section 102(1) of the Companies Act, 2013**

**Item No: 3**

Mrs. Swagata Das as Whole Time Director for a period of Five years w.e.f., 01.03.2019 of the Company to perform the duties which may be assigned by the Board of Director of the Company from time to time on the terms & condition placed before the Board"

Further, with regard to the Remuneration of a Managerial Personnel, Members are requested to note that no Central Government approval when required the conditions contained in Schedule V of Part I and Part II of the Companies Act, 2013 are complied with.

None of the Directors or their relatives & Key Managerial Personnel or their relatives of the Company are in any way concerned or interested, financial or otherwise.

**Item No: 4**

Mr. Surya Kant Gupta (PAN: ADNPG4083F) was appointed as a "CFO" for a period of Five (5) years, with effect from March 19, 2019 and his remuneration, was sought to be approved by the Shareholders, by means of an E Voting / Postal Ballot pursuant to the provisions of Section 198 of the Companies Act, 2013. Meanwhile, the Companies Act, 1956 was replaced by the Companies Act, 2013 and accordingly in order to align with the new provisions of the Companies Act, 2013, pertaining to Appointment and Remuneration of a Managerial Personnel, the consent of Shareholders was sought at their meeting held on September 16, 2019, thereby keeping the terms related to salary, perquisites, allowances, other perquisites unchanged except the minimum remuneration to be paid in accordance with Schedule V of the Companies Act, 2013.

Mr. Surya Kant Gupta completed B Com. He joined Jagat Trading Enterprises Limited in 1994 and is the Manager, since January 28, 2009. Keeping in view that Mr. Gupta has rich and varied experience in the industry for more than a decade and his continuous association and active participation in the day to-day management has been very fruitful to the Company, it would be in the interest of the Company to appoint him for a period of 5 years as CFO of the Company.

Mr. Gupta holds 2,550 equity shares representing 0.05% of the Issued and Subscribed Equity Share Capital of the Company.

Mr. Surya Kant Gupta is related to Mrs. Mala Gupta employees of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Surya Kant Gupta, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

**By Order of the Board of Directors**  
Sd/ \_

Date – 28/05/2019  
Place – New Delhi

Ashish Kumar Sonwani  
(Company Secretary)