



JMD ALLOYS LIMITED

REGD. OFFICE : "USHA COMPLEX" KANKARBAGH ROAD, PATNA-20
PH. : 0612-3202443, 3202591, Fax : 0612-2350014
FACTORY : VILL. - DEOKULI, (NH-30) BIHTA, PATNA
PH. : (06115) 286294

NOTICE is hereby given that the Annual General Meeting of the Members of JMD ALLOYS LIMITED will be held on Wednesday 30/09/2015 at 11:30 A.M. At Registered Office of the Company at Usha Complex Kankarbagh Road, Patna- 800020 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 on 31st March, 2016 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shiv Kumar Sharma (DIN: 02479908), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED That pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s A LOHIA & ASSOCIATES, Chartered Accountants (FRN:007613C) be and are hereby appointed as the statutory Auditors(Retiring Auditors) the Company, during the 19th Annual General Meeting held on 30.9.2014 for a period of 3 years until the conclusion of 22nd Annual General Meeting to be held in 2017 ,subject to ratification at every Annual General meeting at every subsequent annual general meeting till the year 2017, at a remuneration ,as may be decided by the Board of directors of the company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and qualification of Directors)Rules, 2014 and any statutory modification thereof, Smt. Swati Thatikonda (DIN: 07325085) who was appointed as an additional director of the Company with effect from 27th March, 2015 and whose term of office expires at this Annual general Meeting and in respect of whom the company has received a notice in writing from a member of the company under section 160 of the Companies act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non- executive Independent director of the Company, for a consecutive period of Five years, effective from 30th September, 2015 and who shall not be liable to retire by rotation”

For JMD Alloys Limited

Shiv Kumar Sharma

Date: 02/09/2015

Place: Bihar

Director
DIN: 02479908

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting (hereafter referred as 'the Meeting') is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the meeting. The Proxy Form is annexed to this Notice.
4. A person can act as a Proxy on behalf of not more than fifty members and holding in 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 Proxy who shall not act as a proxy for any other Member.
5. Proxies submitted on behalf of companies, societies, body corporate, etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the Meeting until the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company had appointed Smt. Swati Thatikonda as an Additional Director of the Company with effect from 27th March, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, Smt. Swati Thatikonda shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of upto five consecutive years.

The Company has received a Notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Swati Thatikonda for the office of Director of the Company. Smt. Swati Thatikonda is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The

Company has also received a declaration from Smt. Swati Thatikonda that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Smt. Swati Thatikonda fulfills the conditions for her appointment as an Independent Director as specified in the Act. Smt. Swati Thatikonda is independent of the management and possesses appropriate skills, experience and knowledge.

Brief profile of Smt. Swati Thatikonda is as follows:

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| NAME OF DIRECTOR | Smt. Swati Thatikonda |
| DIN | 07325085 |
| Date of Birth | 26/06/1977 |
| Age | 38 years |
| Experience | 10 years |
| Date of Appointment on the Board of Directors the Company | 27 th March, 2015 |
| Nature of expertise in specific functional areas | Experienced in the field of Accounts and Finance. |
| Name(s) of other public companies in which directorships held | None |
| Name(s) of Companies in which Committee membership(s) held | None |
| Name(s) of Companies in which Committee Chairmanship(s) held | None |
| Number of shares of Rs 10/- each held by the Director | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None |
| Number of Meetings of the Board attended during the year | 4 (Four) |

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.


The Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel and their relatives, except Smt. Swati Thatikonda, are concerned or interested (financially or otherwise) in the Resolution as set out at Item no. 5 of the Notice.

For JMD Alloys Limited

Date: 02/09/2015

Place: Bihar



Director

Din: 02479908