NOTICE

NOTICE is hereby given that the Thirty-Fifth Annual General Meeting of the Members of Jupiter Industries & Leasing Limited will be held on Monday, 30th September, 2019 at 2.00 p.m. at 209, Maker Bhavan III, 21, New Marine Lines, Mumbai – 400 020, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Samir H. Shah who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors and in this connection 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, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and inforce, M/s Tolia & Associates, Chartered Accountants (Firm Registration No. 111017W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

4. Special Business:

   To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

   "**RESOLVED THAT** Mr. Jiten S Patel (DIN 08372558) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th March 2019, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT Mr. Hemant D Shah, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, incidental, proper or expedient to give effect to this resolution."

5. **RESOLVED THAT** Mr. Sanket H. Shedge (DIN 08372538) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th March, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.

   RESOLVED FURTHER THAT Mr. Hemant D Shah, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, incidental, proper or expedient to give effect to this resolution

6. **RESOLVED THAT** Mrs. Priya M. Patel (DIN 08378080) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th March, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.

   RESOLVED FURTHER THAT Mr. Hemant D Shah, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things which may be necessary, incidental, proper or expedient to give effect to this resolution

NOTICE

ANNEXURE TO NOTICE

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

Item No. 4

The Board of Directors of the Company at their meeting held on 15th March 2019, had appointed Mr. Jiten S Patel as an Additional Director of the Company. As per Section 161 (1) of the Companies Act, 2013, Mr. Mr. Jiten S Patel (DIN 08372558) holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 in writing from a member of the Company, proposing the candidature of Mr. Mr. Jiten S Patel for being elected as a Director liable to retire by rotation. He does not hold any equity shares of the Company.

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

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No.4 of the Notice.

Item No. 5

The Board of Directors of the Company at their meeting held on 15th March, 2019 had appointed Mr. Sanket H. Shedge (DIN 08372538) as an Additional and Independent Director of the Company. As per Section 161 (1) of the Companies Act, 2013, Mr. Sanket H. Shedge holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 160(1) of the Companies Act, 2013 in writing from a member of the Company, proposing the candidature of Mr. Sanket H. Shedge for being elected as an Independent Director.

He does not hold any equity shares of the Company and his appointment as an Independent Director of the Company shall be most useful to the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Members.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors of the Company at their meeting held on 15th March, 2019 had appointed Mrs. Priya M. Patel (DIN 08378080) as an Additional and Independent Director of the Company. As per Section 161 (1) of the Companies Act, 2013, Mrs. Priya M. Patel holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 160(1) of the Companies Act, 2013 in writing from a member of the Company, proposing the candidature of Mrs. Priya M. Patel for being elected as an Independent Director.

She does not hold any equity shares of the Company and her appointment as an Independent Director of the Company shall be most useful to the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors
For **JUPITER INDUSTRIES & LEASING LIMITED**

H. D. SHAH
Managing Director

Registered Office :
209, Maker Bhavan III,
21, New Marine Lines,
MUMBAI - 400 020.

Place : Mumbai

Date : 16th May, 2019

NOTICE

NOTES :

(a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

(b) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23^{th} September, 2019 to Monday, 30th September, 2019 (both days inclusive).

(c) Members are requested to kindly bring their copies of the Annual Report to the Meeting.