

J. TAPARIA PROJECTS LTD.

Regd. Office : 16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)

Phone : +91 33 2230 5244; CIN: L74210WB1980PLC032979

E-mail: jtaparia2008@gmail.com, Website : www.jtapariaprojects.com

"NOTICE TO THE SHAREHOLDERS"

Notice is hereby given that the **Annual General Meeting** of the Members of **J. Taparia Projects Limited** will be held at **11, Clive Row, 5th Floor, Kolkata - 700 001** on **Tuesday, 12th day of September, 2017** at **2.30 P.M.** to transact the following business:

ORDINARY BUSINESS :

1. To consider, approve and adopt the Audited Financial Statements (including Consolidated financial statements) of the Company for the financial year ended **March 31, 2017**, the Report of the Board of Directors and Auditors thereon.
2. To appoint Director Mr. Sanjit Dhawa (DIN: 05162937) who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Maroti & Associates, Chartered Accountant, (Firm Registration No. 322770E) be and is hereby appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2019 in respect of financial year 2018-19, subject to ratification as to the said appointment at Annual General Meeting, on such remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in consultation with the Auditors.”

Registered Office:
16, B. R. B. Road,
3rd Floor,
Kolkata -700 001
CIN : L74210WB1980PLC032979
Date : 10th Day of August, 2017
Place : Kolkata

By Order of the Board of Directors
For J. Taparia Projects Limited

Manish Bhoot
Company Secretary

SPECIAL BUSINESS :

4. To re-appoint Mr. Mahavir Jain (DIN: 02048027) Director of the Company as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company and in this regard 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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahavir Jain (DIN 02048027), Director of the Company, offers himself for re-appointment as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

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"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provision of the Companies Act, ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Mahavir Jain (DIN:02048027) as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company for a period of five years commencing from the conclusion of this AGM up to the 30th day of September, 2022 on the terms and conditions of re-appointment and remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to "the Board" (which term shall include Nomination & Remuneration Committee of the Board) to alter and vary the terms & Condition of the said appointment and/or remuneration as it may deem fit and may be acceptable to Mr. Mahavir Jain (DIN:02048027), subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the remuneration payable to Mr. Mahavir Jain (DIN:02048027), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appointment of Mrs. Tripti Surelia (DIN:06949174) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

"**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mrs. Tripti Surelia (DIN:06949174) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appointment of Mr. Amal Jain (DIN:02017960) as an Independent Director and in this regard to consider and if thought fit to pass with or without modification the following resolution as **Special Resolution**:

"**RESOLVED THAT** that pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), re-appointment of Mr. Amal Jain (DIN:02017960) whose period of office is liable to expire on September 30, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from this AGM to September 30, 2022 and the term shall not be subject to retirement by rotation."

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“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Mr. Ashish Das (DIN: 06997246) (who was appointed as an Additional Director by the Board of Directors Under Section 161 of the Companies Act, 2013) as an Independent Director and in this regard 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Ashish Das (DIN: 06997246) has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting upto 30th September, 2022.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To appoint Mr. Surajit Ghosh (DIN: 07516274) as Non Executive Director of the Company who shall be eligible to retire by rotation and in this regard 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 applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, Mr. Surajit Ghosh (DIN: 07516274) be and is hereby appointed as Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Notes :

1. The explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 is provided since there are Special Business set out in the Notice.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
 - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

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- e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
 - f) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members/proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.
 - g) For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at jtaparia2008@gmail.com The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).
 5. The Register of Members and Share Transfer Books of the Company will remain closed from **6th September, 2017 to 12th September, 2017** (both days inclusive)
 6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement, if any, to the Notice and also in the section on Corporate Governance.
 7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
 8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
 9. Members are requested to send all their communications pertaining to shares & notify change in their address / mandate / bank details to The Registrar & Share Transfer Agent, **M/s. Niche Technologies Pvt. Ltd.** to facilitate better servicing.
 10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for their doing the needful.
 11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
 12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
 13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.

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14. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2016-2017 will also be available on the Company's website <http://www.jtapariaprojects.com> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : info@jtapariaprojects.com

15. VOTING THROUGH ELECTRONIC MEANS.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **9th September, 2017 (9:00 am)** and ends on **11th September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

- (i) Open email and open PDF file viz; "JTPL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "J. Taparia Projects Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cspdrao@gmail.com with a copy marked to evoting@nsdl.co.in

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B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD / PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on <http://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. P. Doleswar Rao, Company Secretary in Practice (Membership No. A38387 and CP No. 14385) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.jtapariaprojects.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the exchanges where the securities of company are Listed.

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Date : 10th Day of August, 2017
Place : Kolkata

By Order of the Board of Directors
For J. Taparia Projects Limited

Manish Bhoot
Company Secretary

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

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4,5,6,7 and 8 of the accompanying notice dated 10th day of August, 2017.

Item No. 4

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on May 22, 2017 approved re-appointment of Mr. Mahavir Jain (DIN: 02048027), designated as Whole-time Director and Chief Financial Officer in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Mr. Mahavir Jain (DIN: 02048027) shall hold office up to 30.09.2022 subject to the approval of the shareholders at this Annual General meeting. Mr. Mahavir Jain (DIN: 02048027) shall be Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing his candidature for the office of Director

Further, approval of the members is being sought to the terms, conditions and stipulations as under for the appointment of Mr. Mahavir Jain (DIN: 02048027) as the "Whole-time Director and Chief Financial Officer ('CFO')" for a term of five years ending on 30th September, 2022.

Remuneration:

- (a) Basic salary Rs.7,000/- per month, with authority to the Board or a Committee thereof to fix his basic salary
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Mahavir Jain (DIN: 02048027) as Whole Time Director & CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

Terms & Conditions:

Mr. Mahavir Jain (DIN: 02048027) shall, subject to the superintendence, control and direction of the Board of Directors, manage and conduct the business and affairs of the Company relating to Finance and Control. He shall not be paid any sitting fee for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Mahavir Jain (DIN: 02048027) or the Company, by one party giving to the other 1 (one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

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The period of office shall be liable to determination by retirement of directors by rotation. If Mr. Mahavir Jain (DIN: 02048027) is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as “ Chief Financial Officer” and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as “Chief Financial Officer”. Further, if Mr. Mahavir Jain (DIN 02048027) is not re-appointed as a director, immediately on retirement by rotation he shall continue to hold office as “Chief Financial Officer” and such non appointment as director shall not be deemed to constitute break in his appointment as “ CFO.”

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no.4 of the accompanying Notice for the approval of the Members. The appointment of Mr. Mahavir Jain (DIN: 02048027) is appropriate and in the best interest of the Company.

The terms and conditions of appointment as referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 301 of the Companies Act, 1956, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting.

Mr. Mahavir Jain (DIN: 02048027) is interested in the resolution set out at item no. 4 of the Notice, which pertain to his appointment and remuneration payable to him. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Item Nos. 5 and 6

Mrs. Tripti Surelia (DIN: 06949174) and Mr. Amal Jain (DIN: 02017960) are Independent Directors of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the Annual General Meeting held on September 11, 2014. As per the said resolutions, the term of appointment of these Independent Directors expire on August 31, 2017.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution in their meeting held on May 22, 2017 approving appointment of Mrs. Tripti Surelia (DIN: 06949174) and Mr. Amal Jain (DIN: 02017960) as Independent Directors for a second term up to September 30, 2022, based on skills, experience, knowledge and performance evaluation. The re-appointments are subject to the approval of the shareholders at this Annual General Meeting by way of Special Resolutions.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board’s report.

The Board of Directors recommend the resolutions at Item Nos. 5 and 6 for approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from members along with a deposit of Rs. 1 Lakh each proposing the candidature of Mrs. Tripti Surelia (DIN: 06949174) and Mr. Amal Jain (DIN: 02017960) to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

J. TAPARIA PROJECTS LTD.

Regd. Office : 16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)

Phone : +91 33 2230 5244; **CIN:** L74210WB1980PLC032979

E-mail: jtaparia2008@gmail.com, **Website :** www.jtapariaprojects.com

Mrs. Tripti Surelia (DIN: 06949174) and Mr. Amal Jain (DIN: 02017960) are interested and concerned in the resolutions mentioned in Item No.5 and 6 of the Notice. Save & except, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item Nos. 5 and 6.

Item Nos.7

Mr. Ashish Das (DIN: 06997246), who was appointed as Additional Director of the company on 24th August, 2016 under section 161 of the Companies Act, 2013 to hold office only up to the date of this Annual General Meeting. As required under Section 160 of the above Act, a notice has been received from a member signifying his intention to propose Mr. Ashish Das (DIN: 06997246) as a candidate for the office of Director. Mr. Ashish Das (DIN: 06997246) who possess knowledge in financial aspects which will be beneficial to the Company. It is, therefore, in the Company's interest that it should continue to avail of his services as member on the Board. It is in the above circumstances that the resolution mentioned in this item no.7 of the notice is proposed to be passed and recommended for your acceptance.

Except Mr. Ashish Das (DIN: 06997246), being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.7 of the notice.

Item Nos.8

Mr. Surajit Ghosh (DIN: 07516274), appointed as a Non Executive Director of the Company on 24th August, 2016 whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing his candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Mr. Surajit Ghosh (DIN: 07516274), as Non Executive Director of the company in terms of relevant provisions of the Act. Mr. Surajit Ghosh (DIN: 07516274) is an independent thinker and a measured risk taker with a passion for equities. With his expertise in the varied facet of business strategic planning, he will be contributing significantly in the growth of the Company.

Except Mr. Surajit Ghosh (DIN: 07516274), being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.8 of the notice.

Registered Office:

16, B. R. B. B. Road,

3rd Floor,

Kolkata -700 001

CIN : L74210WB1980PLC032979

Date : 10th Day of August, 2017

Place : Kolkata

By Order of the Board of Directors

For J. Taparia Projects Limited

Manish Bhoot

Company Secretary

J. TAPARIA PROJECTS LTD.

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Form No. MGT-12
BALLOT / POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : J Taparia Projects Limited
Registered Office : 16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)
CIN : L74210WB1980PLC032979

BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in Dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me#	I assent to the resolution\$	I dissent from the resolution@
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements (including Consolidated financial statements) of the Company for the financial year ended March 31, 2017, the Report of the Board of Directors and Auditors thereon.			
2.	Ordinary Resolution for re-appointment of Mr. Sanjit Dhawa (DIN:05162937) who retire by rotation and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2019 in respect of financial year 2018-19 and fixing their remuneration.			
4.	Ordinary Resolution for re-appointment of Mr. Mahavir Jain (DIN: 02048027) as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company			
5.	Special Resolution for re-appointment of Mrs. Tripti Surelia (DIN: 06949174) as an Independent Director of the Company for the second term, with effect from this AGM to September 30, 2022			
6.	Special Resolution for re-appointment of Mr. Amal Jain (DIN: 02017960) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.			
7.	Ordinary Resolution for appointment of Mr. Ashish Das (DIN: 06997246) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2022.			
8.	Ordinary Resolution for appointment of Mr. Surajit Ghosh (DIN: 07516274) as Non Executive Director of the Company.			

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

ATTENDANCE SLIP

J. TAPARIA PROJECTS LTD.

Regd. Office : 16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)

Phone : +91 33 2230 5244; CIN: L74210WB1980PLC032979

E-mail: jtaparia2008@gmail.com, Website : www.jtapariaprojects.com

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and Address of the registered member	:	
Folio No./DP ID No. / Client ID No.	:	
No. of Shares	:	

I certify that I am the registered shareholders/proxy for the registered shareholders of the Company. I hereby record my presence at the **Annual General Meeting** of the Company to be held at “**Conference Hall**” at **11, Clive Row, 5th Floor, Kolkata - 700 001 on Tuesday, 12th September, 2017 at 2:30 P.M.**

Signature of the Member/Joint Member/Proxy attending the Meeting

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

-----**Note: Please Cut Here And Bring The Above Attendance Slip To The Meeting.**-----

J. TAPARIA PROJECTS LTD.

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E-mail: jtaparia2008@gmail.com, Website : www.jtapariaprojects.com

Annual General Meeting on Tuesday, 12th September, 2017 at 2.30 P.M.

FORM MGT-11

PROXY FORM

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

CIN	L74210WB1980PLC032979
Name of the Company	J. Taparia Projects Limited
Registered Office	16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

I/We, of..... being the Member(s) of J. Taparia Projects Ltd. hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on September 12, 2017 at 2:30 P.M. and at any adjournment thereof) in respect of such resolutions as are indicated below:

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name.....Address:
Email ID:Signature.....Or failing him/her
- (2) Name.....Address:
Email ID:Signature.....Or failing him/her
- (3) Name.....Address:
Email ID:Signature.....Or failing him/her

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E-mail: jtaparia2008@gmail.com, Website : www.jtapariaprojects.com

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company to be held on **Tuesday, 12th September, 2017 at 2.30 P.M.** and at any adjournment thereof in respect of such resolutions:

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to consider, approve and adopt the Audited Financial Statements (including Consolidated financial statements) of the Company for the financial year ended March 31, 2017, the Report of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Sanjit Dhawa (DIN:05162937) who retire by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants (Firm Registration No. 322770E), as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2019 in respect of financial year 2018-19 and fixing their remuneration.		
4.	Ordinary Resolution for re-appointment of Mr. Mahavir Jain (DIN: 02048027) as Whole Time Director designated as Executive Director & Chief Financial Officer (Key Managerial Personal) of the Company		
5.	Special Resolution for re-appointment of Mrs. Tripti Surelia (DIN: 06949174) as an Independent Director of the Company for the second term, with effect from this AGM to September 30, 2022		
6.	Special Resolution for re-appointment of Mr. Amal Jain (DIN: 02017960) as an Independent Director of the Company for the term (second term) of consecutive five years, with effect from this AGM to September 30, 2022.		
7.	Ordinary Resolution for appointment of Mr. Ashish Das (DIN: 06997246) as an Independent Director of the Company for the term (first term) of consecutive five years, with effect from this AGM to September 30, 2022.		
8.	Ordinary Resolution for appointment of Mr. Surajit Ghosh (DIN: 07516274) as Non Executive Director of the Company.		

This is optional. Please put a tick mark () in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution

Signed this.....day of..... 2017

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp
of Re.
1/-

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. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. 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 carrying voting rights. 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 Member.
4. Please complete all details including details of member(s) in above box before submission.

THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

J. TAPARIA PROJECTS LTD.

Regd. Office : 16, B. R. B. Basu Road, 3rd Floor, Kolkata – 700 001, (West Bengal)

Phone : +91 33 2230 5244; CIN: L74210WB1980PLC032979

E-mail: jtaparia2008@gmail.com, Website : www.jtapariaprojects.com

E-Voting Notice

Date :

Sr. No. :

Name & Registered Address
of Sole/First named Member
:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Subject : Process and manner for availing E-voting facility.

Dear Shareholder,

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **Tuesday, 12th day of September, 2017 at 2.30 p.m. at “Conference Hall” 11, Clive Row, 5th Floor, Kolkata - 700 001** and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

(1) EVEN (E-Voting Event No.)	(2) USER ID.	(3) PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
9 th September, 2017 at 9:00 A.M. (IST)	11 th September, 2017 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no. 15 of the Notice before exercising your vote.

By Order of the Board
For J. Taparia Projects Limited

Manish Bhoot
Company Secretary

Date : 10.08.2017

Place : Kolkata

Encl : AGM Notice / Attendance Slip / Proxy Form / Ballot Form