

10.11.2023

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Symbol: JASH

Sub.: Intimation of Extra Ordinary General Meeting (EGM) pursuant to the Regulations 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, (LODR), Extra Ordinary General Meeting (EGM) of the Company schedule to be held on **Tuesday, December 5th, 2023, at 11.00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) Facility.**

In compliance with the General Circular No. 09/2023 dated September 25, 2023, and other Circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice of the EGM along with the instructions regarding e-voting is being sent by electronic mode only to those members whose e-mail ids are registered with the Registrar and Transfer Agent / Depository Participants. The details, such as manner of registering / updating e-mail ids, procedure for remote e-voting and joining the EGM through VC facility and remote e-voting there at have been set out in the Notice of the EGM.

The Cut-off date, for determining the eligibility of members to vote by remote e–voting and voting at EGM, is Tuesday, November 28, 2023.

The Company has engaged the services of Link Intime India Pvt. Ltd. as the agency to provide the remote e-voting facility. The remote e-voting period will commence on Saturday, December 2nd, 2023 (09:00 a.m.) and ends on, Monday, December 4th, 2023 (05:00 p.m.). In addition, the facility for voting through remote e-voting system shall also be made available during the EGM.

Kindly take the same on your records.

Thanking You,
Yours Faithfully,
For JASH Engineering Limited

TUSHAR KHARPADE
Digitally signed by
TUSHAR KHARPADE
Date: 2023.11.10
18:07:52 +05'30'

Tushar Kharpade
Company Secretary & Compliance Officer
Encl.: A/a

**CC: National Securities Depository Ltd.
Central Depository Services (India) Ltd.
Link Intime India Pvt. Ltd.**



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **JASH ENGINEERING LIMITED** will be held on **Tuesday, December 05, 2023 at 11.00 a.m. IST** through Video Conferencing (“VC”) or Other Audio Video Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESSES:**Item No.: 1: Offer, Issue and Allot Equity Shares on Preferential Basis to Non-Promoters for other than Cash**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), as amended from time to time, the listing agreements entered into by the Company with the National Stock Exchange of India Limited (the “**Stock Exchange**”) on which the Equity Shares of the Company having Face Value of Rs. 10/- each (“**Equity Shares**”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 1,04,232 (One Lakh Four Thousand Two Hundred and Thirty Two Only) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 1,362/- (Rupees One Thousand Three Hundred and Sixty Two only) per Equity Share (including a premium of Rs. 1,352/- per share) (“**Preferential Allotment Price**”), aggregating to not exceeding Rs. 14,19,65,320/- (Rupees Fourteen Crores Nineteen Lakhs Sixty Five Thousand Three Hundred and Twenty Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “**Floor Price**”), to the Proposed Allottees, who is not a Promoter and who does not belong to the Promoter Group of the Company, for consideration other than cash (i.e. swap of shares to Proposed Allottees towards part payment of the total consideration payable for the acquisition of 80% shareholding of the Waterfront Fluid Controls Limited, Glasgow, Scotland, UK (“**Target Company**”) as listed in the table below, on a preferential issue basis (“**Preferential Allotment**”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Name of the Proposed Allottees	<ul style="list-style-type: none">• Neil Robert Betteridge• Elizabeth Niven
Details of the Proposed Allottees	Category: Non- Promoter
No. of Equity Shares proposed to be issued	<ul style="list-style-type: none">• Neil Robert Betteridge - 98,682 Equity Shares• Elizabeth Niven - 5,550 Equity Shares

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, November 03, 2023 (Sunday, November 05, 2023 being holiday) the date 30 days prior to the date of the Extra- Ordinary General Meeting (“**Relevant Date**”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. However, in addition to the lock-in period prescribed under SEBI ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.
- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, being the acquisition of Shares of Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to

authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

Item No.: 2: Reclassification of certain members of Promoter Group

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

“**RESOLVED THAT** in accordance with the provisions of Regulation 31A(3)(a)(iii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “**Listing Regulations**”), and subject to necessary approvals from the Stock Exchange (or such other authorities as may be empowered in this regard by the SEBI) where the equity shares of the Company are listed, namely, National Stock Exchange of India Limited, and / or such other approval, if any, as may be required in this regard, approval of the Members of the Company be and is hereby accorded to re-classify certain members of the Promoter Group of the Company, Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel, from the ‘Promoter and Promoter Group’ category to the ‘Public’ category in accordance with Regulation 31A of the Listing Regulations (“**Reclassification**”).

RESOLVED FURTHER THAT on approval of the Stock Exchange (or such other authorities as may be empowered in this regard by the SEBI) upon application for Re-classification of Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel from promoter category to public category, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations and they shall ensure necessary compliance under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 or other SEBI Regulations, as may be applicable.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

Item No.: 3: To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Qualified Institutions Placement (“QIP”)

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in

accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the listing agreements entered into by the Company with National Stock Exchange of India Limited (the “**Stock Exchange**”) where the equity shares of face value of Rs. 10 each of the Company (the “**Equity Shares**”) are listed, and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchange, Registrar of Companies, Madhya Pradesh at Gwalior (“**RoC**”), the Government of India (“**GOI**”) and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchange, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (“**Board**” which term shall be deemed to include the Qualified Institutional Placement Committee “**QIP Committee**” of Directors constituted by the Board of Directors or any other Committee of Director to be constituted for the time being, for exercising the powers conferred on the Board by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue, and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) through one or more of the permissible modes including but not limited to private placement, qualified institutions placement (“**QIP**”), and follow on public offer or a combination thereof, to any eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, in one or more tranches, for an aggregate amount of up to Rs. 80 Crores (Rupees Eighty Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchange, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto (“**Issue**”).

RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, following provisions of the SEBI ICDR Regulations shall apply:

- i. the allotment of the Securities pursuant to QIP shall be completed within 365 days from the date of passing of this Special Resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- ii. the Securities allotted under QIP shall not be sold by the allottees for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- iii. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- iv. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“**QIBs**”) and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

- v. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution; and
- vi. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
- vii. QIP to be undertaken pursuant to the special resolution passed at this meeting.

RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event Other Eligible Securities are issued to QIBs by way of QIP, the 'Relevant Date' for pricing of such Other Eligible Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (the "**Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of associations and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to Fund Raising Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the Fund Raising Committee may deem fit in its absolute discretion.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, monitoring agency, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.”

**By Order of the Board of Directors
For Jash Engineering Limited**

Date: November 03, 2023

Place: Indore

Sd/-

Tushar Kharpade

Company Secretary and Compliance Officer

Registered Office:

31, Sector-C, Sanwer Road, Industrial Area, Indore, MP- 452015

CIN: L28910MP1973PLC001226

Email: info@jashindia.com

Website: www.jashindia.com

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Regd. Office & Factory :
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NOTES:

1. The Ministry of Corporate Affairs, (“MCA”) Government of India vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (“MCA Circulars”) permitted holding of the General Meeting through Video Conference (VC)/ Other Audio Visual Means (OAVM) i.e., without physical attendance of the Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting of the Members of the Company is being held through VC/OAVM.
2. The relative explanatory statement pursuant to Sec. 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the scrutinizer by email through its registered email address to ankitjoshi0811@gmail.com with a copies marked to the Company at csjash@jashindia.com /info@jashindia.com and to the Registrar and Transfer Agent at mt.helpdesk@linkintime.co.in .
4. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid MCA Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, November 03, 2023. Members may note that Notice has been uploaded on the website of the Company at www.jashindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e. NSE at www.nseindia.com. and on the website of Link Intime India Private Limited i.e., <https://instavote.linkintime.co.in/>.
8. The notice of EGM is being sent to those members whose names are mentioned in Register of Members as on Friday, November 03, 2023 and whose names appear as Beneficial Owners as at the close of the business hours on Friday, November 03, 2023 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

In accordance with the provisions of Circulars issued by MCA and SEBI read with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and other applicable provision of the Act, the Notice of the Extra-Ordinary General meeting is being sent by e-mail to those Members who have registered their e-mail addresses with the Company/RTA in respect of shares held in physical form or with their Depository Participant in respect of shares held in electronic form and made available to the Company by the Depositories.

Members who have not registered their email address so far are requested to register their e-mail address so that they can receive all communication(s) including Notices, Circular etc. from the Company electronically, by following the steps as given below: -

- a) In case shares are held in physical mode: Send the hard copy of the signed request letter in Form ISR-1 along with necessary documents to M/s. Link Intime India Private Limited, Registrar and



Share Transfer Agent (“RTA”) website at www.linkintime.co.in > Resources > Downloads > KYC > Formats for KYC and such formats are also available on the Company’s website at www.jashindia.com.

- b) In case shares are held in demat mode: you are requested to register/ update their email addresses with their respective Depository Participants (DPs) with whom they maintain demat accounts.

This Notice of Extra-Ordinary General Meeting (“EGM”) is available on the website of the Company at www.jashindia.com, on the website of the Stock Exchange i.e, NSE at www.nseindia.com, and on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility and e-voting facility during the EGM) i.e. <https://instavote.linkintime.co.in/>.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM of the Company. For this purpose, the Company has appointed Link Intime India Private Limited for facilitating voting through electronic means, as the authorised e-voting agency.
10. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date for e-voting, i.e., Tuesday, November 28, 2023. A person who is not a member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the cut-off date, may obtain the User ID and password by sending a request to the e-mail address csjash@jashindia.com/ info@jashindia.com or rnt.helpdesk@linkintime.co.in.
11. In accordance with the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses with the Company, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
12. The EGM is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
13. Members are advised to update their PAN, KYC (Address Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) an Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, read together with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, & SEBI/HO/MIRSD/MIRSD /POD-1/ P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 (“SEBI Circulars”) to avoid freezing of their folios on or after December 31st, 2023, as per below:
- **Members holding shares in physical form:** to the Company’s RTA - Link Intime India Private Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA’s website at www.linkintime.co.in > Resources > Downloads > KYC > Formats for KYC and such formats are also available on the Company’s website at www.jashindia.com.
 - **Members holding shares in dematerialized form:** to their respective DPs as per the procedure prescribed by them.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular. Members holding shares in physical form are requested to go through the said communication.

Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form; and to the RTA of the Company at Link Intime India Private Limited at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400 083 or email at rnt.helpdesk@linkintime.co.in in case the shares are held by them in physical form.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on website of the RTA at <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. As per SEBI Circular with effect from April 1, 2019, the Company has stopped effecting transfer of securities in physical form.

Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of securities held in physical form.

However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company / RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialized within 120 days from the date of issue of LOC.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats, which are available on the Company's website at www.jashindia.com and also available on the RTA's website at <https://linkintime.co.in/downloads.html>. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the RTA, in case the shares are held in physical form.
16. Members are requested to:
- quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in dematerialized form, in their correspondence(s) to the Company.
 - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Sundays and Public Holidays) during business hours up to the date of the Meeting.
18. The Company has been maintaining all statutory registers at the Registered Office of the Company. In accordance with the MCA Circulars the Registers which are permissible for inspection of members shall be available for inspection by the members.

19. Instructions for Voting through electronic mode:

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with 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 the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by M/s Link Intime (India) Pvt. Ltd, i.e. facility of casting the votes by the members using an electronic voting system from a place other than the venue of EGM (remote e-voting) on all the resolutions set forth in this Notice.

- b) The voting period begins on Saturday, December 2nd, 2023 (09.00 a.m.) and ends on, Monday, December 4th, 2023 (5.00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 28th November, 2023 may cast their vote electronically. The e-voting module shall be disabled by M/s. Link Intime India Pvt. Ltd. through remote e-voting beyond the said time and date. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- c) The Board has appointed Mr. Ankit Joshi, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.jashindia.com and on the website of <https://instavote.linkintime.co.in> immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
- d) The members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM either through VC/OAVM or in person but shall not be entitled to cast their vote again.
- e) The Members attending the EGM through the VC Facility who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the EGM.
- f) Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

❖ **The details of the process and manner for remote e-voting are explained herein below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1. Register on NSDL IDeAS facility in the manner given below: <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit; Authenticate your demat account by selecting One-time Password (OTP) option or with your bank account details linked with your demat account; Create your User ID and password and confirm your account details and submit; A confirmation message of successful registration will appear on your screen.
	2. After registering or if you are already registered for NSDL IDeAS facility cast your votes through NSDL IDeAS platform or the e-voting platform in manner given below:
	• NSDL IDeAS Platform (By single Login)
	<ol style="list-style-type: none"> Visit the NSDL e-Services: https://eservices.nsd.com/; Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section Enter your User ID and Password;

	<p>iii. After successful authentication and login, you will be able to see e-Voting services on left hand panel.</p> <p>iv. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page.</p> <p>v. Click on option available against Company Name or e-Voting services provider name i.e. LINK INTIME and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>• Through NSDL e-voting platform:</p> <p>i. Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com/</p> <p>ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section. A new screen will open.</p> <p>iii. Login using your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>v. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period and voting during the EGM.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>2. Existing users who have already registered for Easi/Easiest, they can login through their user id and password.</p> <p>3. Login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>4. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in Demat mode) & login through</p>	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once login, you will be able to see e-Voting option.</p>

<p>their Depository participants (“DP”)</p>	<p>3. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINK INTIME and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or voting during the meeting.</p>
<p>Individual Shareholders holding securities in Physical mode/ Non-Individual shareholders holding securities in demat mode & E-voting service provider is Link Intime.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>A. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>a) User ID: Shareholders/ members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 characters DP ID followed by 8 digit client ID; Shareholders holding shares in CDSL demat account shall provide 16 digit beneficiary ID.</p> <p>b) PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>c) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>d) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>* Shareholders/ members holding shares in physical form but have not recorded information under ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</p> <p>* Shareholders holding shares in NSDL form shall provide ‘D’ above.</p> <p>B. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>C. Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>

Institutional shareholders:	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.</p>
In case Individual Shareholders holding securities in Physical mode & E-voting service Provider is Link Intime, have forgotten the password:	<ul style="list-style-type: none"> • Click on ‘Login’ under ‘SHAREHOLDER’ tab and further Click ‘forgot password’ • Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’. • In case shareholders/ members have valid email address, Password will be sent to his / her registered e-mail address. • Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. • The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter. * Your user Id is Event No. + Folio Number registered with the Company.
Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:	<ul style="list-style-type: none"> • Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website. • It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. • For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. • During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800225533.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & E-voting service provider is Link Intime.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-**

Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: -

Tel: 022 –4918 6000
Insta Vote Support Desk
Link Intime India Private Limited

General Guidelines for shareholders:

- In case of joint holders attending the EGM, only such joint holder(s) who is/are higher in the order of names will be entitled to vote.
- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the EGM i.e. Tuesday, 5th December, 2023.
- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after dispatch of this notice and holds shares as of the cut-off date i.e. 28th November, 2023, may obtain the login id and password by sending a request at info@jashindia.com or rnt.helpdesk@linkintime.co.in by mentioning their Folio No./ DP ID and Client ID.
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

20 **Instructions for attending the Extra Ordinary General Meeting through InstaMeet:**

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number with the Company at e-mail

info@jashindia.com/csjash@jashindia.com from Monday, 27th November, 2023 to Friday 01st December, 2023.

2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “**speaking serial number**” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on '**Submit**'.
3. After successful login, you will see “**Resolution Description**” and against the same the option “**Favour/ Against**” for voting.
4. Cast your vote by selecting appropriate option i.e. “**Favour/Against**” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under '**Favour/Against**'.
5. After selecting the appropriate option i.e. **Favour/Against** as desired and you have decided to vote, click on “**Save**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Confirm**”, else to change your vote, click on “**Back**” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on:- Tel: 022-49186175

Tel: 022-49186175

InstaMeet Support Desk

Link Intime India Private Limited

The Board has appointed Mr. Ankit Joshi, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's Report, will be placed on the website of the Company www.jashindia.com and on the website of <https://instavote.linkintime.co.in> immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013****Item No.1**

The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on November 03, 2023 has approved the acquisition of 80% shareholding of Waterfront Fluid Controls Limited, Glasgow, Scotland, UK (“**Target Company**”) for at total consideration of £ 2,000,000 and out of which £ 600,000 is to be paid in Cash and balance £ 1,400,000 is to be paid in terms of Equity Shares of the Company. For the said acquisition it is decided to acquire 80% Shareholding of the Target Company.

Thus, the Members are hereby informed that in line with the said acquisition, the Board pursuant to its resolution dated November 03, 2023 has approved the proposed preferential issue of 1,04,232 Equity Shares at a price of Rs. 1,362/- (Including premium of Rs. 1,352/- per share) to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) on a preferential basis.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“**Act**”) read with the rules issued thereunder, are set forth below:

1. Particulars of the offer including date of passing of Board resolution

The Board, pursuant to its resolution dated November 03, 2023, has approved the proposed preferential issue of 1,04,232 Equity Shares at a price of Rs. 1,362/- (including premium of Rs. 1,352/-), for consideration other than cash which is equivalent to Rs.14,19,65,320 [for conversion of GBP (£) into INR, we have considered RBI Reference Rate as on November 02, 2023 (i.e. 1 GBP = Rs. 101.4038)], which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Object/purpose of the preferential issue

The Company has agreed to discharge part of the total Purchase Consideration payable for acquisition of the Target Company by acquiring 80% stake of the Target Company from the Proposed Allottees for consideration other than cash settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued

The Company has agreed to issue 1,04,232 Equity Shares at a price of Rs. 1,362/- (including premium of Rs. 1,352/-) per Equity Share which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:**Report of independent registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of Rs. 1,362/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated November 03, 2023, issued by FCA Payal Gada, a Chartered Accountant (IBBI Regd. No. IBBI Regd. No. IBBI/RV/06/2019/11170, having office at S-15, 2nd floor, Sej Plaza, Marve Road, Malad (West), Mumbai-400064, Maharashtra), in accordance with Regulation 166A of the ICDR Regulations (“**Valuation Report**”). The Valuation Report

shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.jashindia.com.

The Equity Shares of the Company are listed on Stock Exchange viz. National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI ICDR Regulations.

The Floor Price of Rs. 1,361.87/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 1,340.69/- per Equity Shares;
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 1,361.87/- per Equity Shares.

However, the issue price of Rs. 1,362/- per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

5. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, November 03, 2023 (Sunday, November 05, 2023 being holiday) ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Tuesday, December 05, 2023.

6. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoter Category as detailed in point 9 below.

7. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the Promoters, Directors and Key Managerial Personnel intends to subscribe to the Preferential Issue of Equity Shares to persons belonging to Non-Promoter category.

8. Proposed time within which the allotment shall be completed:

The Company will issue and allot Equity Shares within the time limit specified under the SEBI ICDR Regulations or any longer time limit as may be permitted under the SEBI ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange, or other concerned authorities.

9. The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Equity Shares by way of preferential issue to the Non-Promoters for other than cash as per the details given herein below:

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Equity Shares (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held issued through this notice	% of Holding
1	Neil Robert Betteridge	Not Applicable	Non-Promoter	0	0.00%	98,682	98,682	0.81%
2	Elizabeth Niven	Not Applicable	Non-Promoter	0	0.00%	5,550	5,550	0.05%
	Total			0	0.00%	1,04,232	1,04,232	0.86%

10. Shareholding Pattern of the Company before and after the preferential issue of Equity Shares:

Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as **Annexure A** to the Notice.

11. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

12. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2023 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2022-23 will not exceed the limit specified in the Act and Rules made thereunder.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company proposes to discharge part of the total Purchase Consideration payable for acquisition of the Target Company by acquiring 80% stake of the Target Company from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on preferential basis to the Proposed Allottees.

The valuation of the same is based on the independent valuation report dated November 03, 2023 received from FCA Payal Gada, a Chartered Accountant (IBBI Regd. No. IBBI/RV/06/2019/11170) in compliance with Regulation 163(3) of the SEBI ICDR Regulations.

14. Lock-in Period:

The Equity Shares to be allotted shall be subject to a Lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

15. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

16. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 1,362/- per share at a premium of Rs. 1,352/- per Equity Share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards part payment of total consideration payable by the Company for the acquisition of the 80% stake of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

17. Listing

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares.

The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects.

18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter.

The Current and proposed status of the Proposed Allottees post the preferential issue is and shall remain be as “Non-Promoter”.

19. Practicing Company Secretary’s Certificate:

The Company has obtained a certificate from Mr. Ankit Joshi, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and same shall be placed at the website of the Company www.jashindia.com to facilitate online inspection of relevant documents until the end of EGM.

20. Undertaking

- a. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c. The Proposed Allottees have confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- d. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No.1 of this Notice, for the approval of the Members.

Item No. 2

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), as amended effective November 16, 2018, provides a regulatory mechanism for re-classification of promoters as public shareholders subject to fulfilment of conditions as provided therein.

In this regard, the Company has received an application from Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel, certain members of the Promoter Group of the Company, requesting the Company to re-classify it from ‘Promoter and Promoter Group’ category to ‘Public’ category in accordance with Regulation 31A of the Listing Regulations. Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel have become part of the Promoter Group of the Company merely by virtue of being the immediate relative (son) of Late Laxminandan Amin, one of the Promoters of the Company who deceased on May 10, 2021. As of 03rd November, 2023, the aforementioned members of the Promoter Group jointly hold 6,40,788 Equity Shares (5.31%) of the Company.

Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel in their request letter have informed the Company that owing to the following reasons, they have decided that it would be prudent for it to seek re-classification:

- a) We became a part of the Promoter Group of the Company merely by virtue of being the immediate relative (son) of Late Laxminandan Amin, one of the Promoters of the Company who deceased on May 10, 2021;
- b) It is hereby informed that Late Laxminandan Amin, one of the Promoters of the Company has ceased to be the part of Promoter and Promoter Group of the Company in accordance with the Regulation 31A (6) (c) of the Listing Regulations and was duly informed by the Company to NSE on May 11, 2021;
- c) I along with my immediate relatives merely hold 5.31% of Equity Share Capital of the Company and neither I nor my immediate relatives hold any position in the Company.

Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel vide their request letter have also informed the Company that:

- i. They satisfy all conditions specified in Regulation 31A(3) (b) of the Listing Regulations;
- ii. They do not have any special rights, through formal or informal arrangements, and was not privy to any price sensitive information relating to the Company and its securities; and
- iii. They undertake to comply with the requirements specified in Regulation 31A(4) of the Listing Regulations at all times.

In view of the above and on the basis of the rationale and the confirmations received from Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel, the Board analysed the said request made by them and in consideration with the proper compliance of Regulation 31A of the Listing Regulations, the Board of Directors of the Company at its meeting held on November 03, 2023, has considered the application received by the Company for re-classification from Promoter category to Public category, subject to approval by the Members, SEBI Board, Stock Exchange wherein the equity shares of the Company are listed, namely National Stock Exchange of India Limited or any other regulatory body as may be required.

As required under Regulation 31A(8)(b) of the Listing Regulations, the Company has intimated the Stock Exchange of receipt of Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel application for re-classification from the ‘Promoter and Promoter Group’ category to ‘Public’ category on October 26, 2023 and accordingly the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchange on November 03, 2023.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed re-classification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.



None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out in Item No. 2 of the Notice.

Pursuant to Regulation 31A(3)(a)(iii) of the Listing Regulations, the aforesaid request for re-classification of the certain members of promoter group is being put up for the approval by way of an Ordinary Resolution. However, in above matter of Mr. Rasesh Amin and his immediate relatives namely, Ms. Archana Amin, Mr. Kartik Amin, Ms. Mitali Amin, Late Laxminandan Amin HUF (Karta - Rasesh Amin) and Ms. Avani Patel holding shares in the Company and seeking re-classification, the Promoters and other members of the Promoter Group will not vote in resolution to approve such re-classification.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval of the Members.

Item No. 3

The Company anticipates growth opportunities through investment in subsidiaries & joint ventures (JVs), inorganic expansion and for general corporate purposes. Towards this, the Company continues to require capital for achieving such opportunities.

Accordingly, as approved by the Board at their meeting held on November 03, 2023 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds for an amount up to Rs. 80 Crores in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as “**Securities**”) through one or more of the permissible modes including but not limited to private placement, qualified institutions placement (“**QIP**”). The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

Object of the QIP: Our Company proposes to utilize the net proceeds, after deducting fees, commissions and expenses related to the Issue towards the investment in subsidiaries & joint ventures (JVs), inorganic expansion and for general corporate purposes. The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institutions placement. This may entail rescheduling and revising the proposed utilisation of the net proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) receiving the necessary approvals; and (v) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board, in accordance with applicable law.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India, the Stock Exchange, RBI, MCA, GOI, RoC, to the extent applicable, and any other government/ statutory/ regulatory approvals as may be required in this regard in India or abroad.

The relevant disclosures as required in terms of the Companies Act, 2013 and SEBI ICDR Regulations are as under:

1. the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“**QIBs**”);” and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

2. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
3. the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
4. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
5. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
6. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
7. the Securities (excluding warrants) to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
8. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
9. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters, monitoring agency and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”).

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the stock exchange. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchange as may be required under the provisions of the Listing Regulations.

The Board, therefore, recommends the special resolution, as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By Order of the Board of Directors
For Jash Engineering Limited**

Date: November 03, 2023

Place: Indore

**Sd/-
Tushar Kharpade
Company Secretary and Compliance Officer**

Registered Office:

31, Sector-C, Sanwer Road, Industrial Area, Indore, MP- 452015

CIN: L28910MP1973PLC001226

Email: info@jashindia.com

Website: www.jashindia.com

Tel: +91-731-2720143, 2721143

Shareholding pattern before and after the proposed preferential issue of Equity Shares:

Sr. No.	Category of Shareholders	Pre Preferential Shareholding Pattern		Preferential Issue Equity Shares to be allotted	Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding (*)
A	Promoter and Promoter Group					
1	Indian					
a	Individuals/Hindu undivided Family	51,95,506	43.19	0	51,95,506	42.82
b	Financial Institutions/ Banks	-	-	0	-	-
c	Any Other (specify)	5,22,800	4.35	0	5,22,800	4.31
	Sub-Total (A)(1)	57,18,306	47.53	0	57,18,306	47.13
2	Foreign					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	4,14,595	3.45	0	4,14,595	3.42
b	Government	-	-	0	-	-
c	Institutions	-	-	0	-	-
d	Foreign Portfolio Investor	-	-	0	-	-
e	Any Other (specify)	-	-	0	-	-
	Sub-Total (A)(2)	4,14,595	3.45	0	4,14,595	3.42
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	61,32,901	50.98	0	61,32,901	50.54
B	Public Shareholder					
1	Institutions	-	-	0	-	-
a	Mutual Funds/	4,12,817	3.43	0	4,12,817	3.40
b	Venture Capital Funds	-	0.00	0	-	-
c	Alternate Investment Funds	72,048	0.60	0	72,048	0.59
d	Foreign Venture Capital Investors	-	-	0	-	-
e	Foreign Portfolio Investors	1,45,702	1.21	-	1,45,702	1.20
f	Financial Institutions/ Banks	-	-	0	-	-
g	Insurance Companies	-	-	0	-	-
h	Provident Funds/ Pension Funds	-	-	0	-	-
i	Any Other (specify)	-	-	0	-	-
	Sub-Total (B)(1)	6,30,567	5.24	-	6,30,567	5.20
2	Central Government/ State Government(s)/ President of India	-	-	0	-	-
	Sub-Total (B)(2)	-	0.00	0	-	0.00

3	Non-institutions					
a	Individuals	44,01,765	36.59	0	44,01,765	36.28
b	NBFCs registered with RBI	-	-	0	-	-
c	Employee Trusts	-	-	0	-	-
d	Overseas Depositories (holding DRs) (balancing figure)	-	-	0	-	-
e	Any Other (specify)	-	-	0	-	-
	Hindu Undivided Family	1,32,705	1.10	0	1,32,705	1.09
	Trusts	-	-	0	-	-
	Non Resident Indians Non Repatriable	-	-	0	-	-
	Non Resident Indians	4,63,114	3.85	1,04,232	5,67,346	4.68
	LLP	-	-	0	-	-
	Clearing Member	30	0.00	0	30	0.00
	Bodies Corporate	2,68,876	2.24	0	2,68,876	2.22
	Unclaimed or Suspense or Escrow Account	-	-	0	-	-
	Sub-Total (B)(3)	52,66,490	43.78	-	53,70,722	44.26
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	58,97,057	49.02	-	60,01,289	49.46
	Total shareholding (A+B)	1,20,29,958	100.00	1,04,232	1,21,34,190	100.00