

23.01.2024

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 **Thursday, February 15th, 2024, 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 Thursday, February 8, 2024.

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 Monday, 12th February, 2024 (09:00 a.m.) and ends on, Wednesday, 14th February 2024 (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: 2024.01.23
19:34:50 +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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **Jash Engineering Limited** (the “Company”) will be held on **Thursday, February 15, 2024 at 11.00 a.m. IST through Video Conferencing (“VC”) or Other Audio Video Means (“OAVM”)** to transact the following businesses. The venue of the EGM shall be deemed to be the Registered Office of the Company at 31, Sector-C, Sanwer Road, Industrial Area, Indore - 452015 (M.P): -

SPECIAL BUSINESS:**ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER CATEGORY**

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

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter referred to as the “**Stock Exchange**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 15,000 (Fifteen Thousand Only) convertible warrants (“**Warrants**”) and each Warrants are convertible in to one equity shares of face value of Rs. 10 each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to one of the Promoters on preferential issue basis at a Price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty Seven and Paise Fifty Only) per Warrant (including Premium of Rs. 1517.50/-) (Rupees One Thousand Five Hundred Seventeen and Paise Fifty Only) at an aggregate consideration not exceeding Rs. 2,29,12,500 /-(Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:



Sr. No.	Name of Proposed Allottee	Category	Proposed No. of Warrants to be issued
1.	Pratik Patel	Promoter	15,000
	Total		15,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, January 16, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, February 15, 2024;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO NON-PROMOTER CATEGORY

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

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India, National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter referred to as the “**Stock Exchange**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and rules and regulations framed there under as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 15,000 (Fifteen Thousand Only) convertible warrants (“**Warrants**”) and each Warrants are convertible in to one equity shares of face value of Rs. 10 each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to Non-Promoters on preferential issue basis at a Price of Rs. 1527.50/-

(Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) per Warrant (including Premium of Rs. 1517.50/-) (Rupees One Thousand Five Hundred Seventeen and Paise Fifty Only) at an aggregate consideration not exceeding Rs. 2,29,12,500 /-(Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed Allottee	Category	Proposed No. of Warrants to be issued
1.	Ranjit Nair	Non-Promoter	15,000
	Total		15,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Tuesday, January 16, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, February 15, 2024;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form

PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 3: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS

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

“RESOLVED THAT pursuant to (i) Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“ICDR Regulations”**), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the **“SAST Regulations”**), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the **“PIT Regulations”**), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“Listing Regulations”**), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India, National Stock Exchange of India Limited (**“NSE”**) where the shares of the Company are listed (hereinafter referred to as the **“Stock Exchange”**) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the **“Board”**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the approval of the members of the Company be and is hereby accorded issue and allot 2,42,215 (Two Lakh Forty Two Thousand Two Hundred and

Fifteen Only) equity shares of the Company of the face value of Rs.10 (Rupees Ten) each fully paid-up (“**Equity Shares**”) for cash consideration on preferential basis, at a price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty Seven and Paise Fifty only) per Equity Share (including premium of Rs. 1517.50/- per share) aggregating upto Rs. 36,99,83,412.50/- (Rupees Thirty Six Crores Ninety Nine Lakhs Eighty Three Thousand Four Hundred Twelve and Paise Fifty only) to following persons:

Sr. No.	Name of Proposed Allottees	Category	Proposed No. of Equity Shares to be issued
1.	Monika Garware	Non-Promoter	32,733
2.	Ramesh S Damani	Non-Promoter	32,733
3.	H J Securities Pvt Ltd	Non-Promoter	26,186
4.	Bhadra Jayantilal Shah	Non-Promoter	19,639
5.	MC Jain Infoservices Private Limited	Non-Promoter	19,639
6.	Bharat Taparia	Non-Promoter	13,093
7.	Chhatisgarh Investments Limited	Non-Promoter	13,093
8.	Pushpalata Saraogi	Non-Promoter	13,093
9.	Astralit Investments Private Limited	Non-Promoter	9,819
10.	Ajeet Modi	Non-Promoter	6,546
11.	Kishorkumar Natvarlal Gandhi	Non-Promoter	6,546
12.	Krishna Anil Chokhani HUF	Non-Promoter	6,546
13.	Nikhil Vora HUF	Non-Promoter	6,546
14.	Pankaj Kanakmal Ghia	Non-Promoter	6,546
15.	Prakash Sevantilal Shah HUF	Non-Promoter	6,546
16.	Parth Sarda	Non-Promoter	6,546
17.	Satwani Holdings LLP	Non-Promoter	6,546
18.	Satish Parasmal Jain	Non-Promoter	6,546
19.	Mahendra Kumar Surana	Non-Promoter	3,273
	Total		2,42,215

“**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Equity Shares be and is hereby fixed as Tuesday, January 16, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, February 15, 2024;

“**RESOLVED FURTHER THAT** the Preferential Allotment shall be made to the Non-Promoters on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Allottees and shall be kept by the Company in a separate bank account. The monies received by the Company from the Investor(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account. (iii) Allotment of Equity Shares shall only be made in dematerialized form. (iv) The Equity Shares allotted to the Allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company (“**MOA & AOA**”) and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations. (v) In accordance with the provisions Chapter V of the ICDR Regulations, the pre-preferential allotment shareholding of the shareholder/allottee shall be locked-in for a period of six (6) months from the date of trading approval. (vi) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Equity Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies (“**ROC**”) and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

By order of the Board of Directors
For Jash Engineering Limited

Sd/-
Tushar Kharpade
Company Secretary and Compliance Officer

Place: Indore
Date: January 16, 2024

Registered Office:
31, Sector-C, Industrial area,
Sanwer Road, Indore - 452015, M.P., India.
Website: www.jashindia.com

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 rnt.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, January 19, 2024. 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, January 19, 2024 and whose names appear as Beneficial Owners as at the close of the business hours on Friday, January 19, 2024 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., Thursday, February 08, 2024. 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.) and 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 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023 (“SEBI Circulars”), 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 Monday, February 12th, 2024 (09.00 a.m.) and ends on, Wednesday, February 14th, 2024 (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, 8th February, 2024 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"> i. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit; iii. Authenticate your demat account by selecting One-time Password (OTP) option or with your bank account details linked with your demat account; iv. Create your User ID and password and confirm your account details and submit; v. 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)
	i. Visit the NSDL e-Services: https://eservices.nsdl.com/ ;

	<ul style="list-style-type: none"> ii. 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; iii. After successful authentication and login, you will be able to see e-Voting services on left hand panel. iv. Click on "Access to e-Voting" under e- Voting services and you will be able to see e-Voting page. 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>• Through NSDL e-voting platform:</p> <ul style="list-style-type: none"> i. Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com/ 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. 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. iv. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 2. Existing users who have already registered for Easi/Easiest, they can login through their user id and password. 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. 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>• 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 their Depository participants (“DP”)</p>	<ol style="list-style-type: none"> 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. 2. Once login, you will be able to see e-Voting option. 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>Individual Shareholders holding securities in Physical mode/ Non-Individual shareholders holding securities in demat mode & E-voting service provider is Link Intime.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ol style="list-style-type: none"> A. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> 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. 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) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) d) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> * Shareholders/ members holding shares in physical form but have not recorded information under ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. * Shareholders holding shares in NSDL form shall provide ‘D’ above. 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). C. Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 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).

	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.
Institutional shareholders:	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.
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. Thursday, February 15, 2024.
- 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. 8th February, 2024, 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 Wednesday, 7th February, 2024 to Sunday 11th February, 2024.
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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS:

ITEM NO. 1

The Board of Directors in their meeting held on Tuesday, January 16, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 15,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 1527.50 /- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) per Warrant (including Premium of Rs. 1517.50/-) (Rupees One Thousand Five Hundred Seventeen and Paise Fifty Only) at an aggregate consideration not exceeding Rs. 2,29,12,500/- (Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) to one of the Promoter.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to 2,29,12,500 /- (Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of subsidiaries, towards funding capital expenditure of subsidiaries and other general corporate purposes of the Company.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Tuesday, January 16, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 15,000 (Fifteen Thousand Only) Convertible Warrants to persons belonging to Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 1527.50 /- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) per Warrant each payable in cash, aggregating up to Rs. 2,29,12,500 /- (Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

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 ICDR Regulations.

The Floor Price of Rs. 1527.14 at which Equity Shares shall be allotted shall not be less than higher of the following.

- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 1527.14 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fourteen Only) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 1464.72 (Rupees One Thousand Four Hundred Sixty Four and Paise Seventy Two Only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 1527.14 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fourteen only) per Equity Share, being higher of the above two prices.

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

The issue price is Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

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

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, January 16, 2024 (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, February 15, 2024.

F. 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 Promoter Category as detailed in point J below.

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

Except Mr. Pratik Patel, none of the directors / key managerial person intends to subscribe to the Preferential Issue of Convertible Warrants to persons belonging to Promoter category.

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

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the 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.

I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Promoters (Promoter & Promoter Group category) for 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 Warrants (Present Issue)	Post Preferential Issue (*)	
				No of shares held	% of Holding		No of shares held	% of Holding
1	Pratik Patel	Not Applicable	Promoter	14,11,921	11.74	15,000	14,26,921	11.50
	Total			14,11,921	11.74	15,000	14,26,921	11.50

*Post Preferential Issue shares aggregating to 1,24,06,405 includes the following:

- Existing 1,20,29,958 Equity Shares;
- 1,04,232 Equity Shares to be allotted to the Shareholders of Waterfront Fluid Controls Limited, Glasgow, Scotland;
- 2,72,215 Securities that are proposed to be issued through this Notice on fully diluted basis.

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. 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.

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

Prior to this Preferential Issue, the Company has made a preferential issue during the month of October 2023 in the same financial year (i.e. FY 2023-24) to 2 individuals belonging Non-Promoters (1,04,232 equity shares). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

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

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottee is Promoter and after the proposed allotment also the status will remain Promoter only and there will be no change in the status of the proposed allottee.

O. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

P. 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 ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Ankit Joshi, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the 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.

R. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 1 of this Notice.

S. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

T. Other Disclosures:

1. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Pratik Patel who intend to subscribe to this issue are concerned or interested financially or otherwise, 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.

ITEM NO. 2

The Board of Directors in their meeting held on Tuesday, January 16, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 15,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty Seven and Paise Fifty only) per Warrant (including a premium of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty only) at an aggregate

consideration of Rs. 2,29,12,500/- (Rupees Two Crores Twenty Nine Lakhs Twelve Thousand and Five Hundred Only) to Non-Promoters.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 2,29,12,500/- (Rupees Two Crores Twenty Nine Lakhs Twelve Thousand and Five Hundred Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of subsidiaries, towards funding capital expenditure of subsidiaries and other general corporate purposes of the Company.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Tuesday, January 16, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 15,000 Convertible Warrants to persons belonging to Non-Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 1527.50 /- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) per Warrant each payable in cash, aggregating up to Rs. 2,29,12,500 /-(Rupees Two Crores Twenty Nine Lakh Twelve Thousand and Five Hundred Only) such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 1527.50 /- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

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 ICDR Regulations.

The Floor Price of Rs. 1527.14/- 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) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 1527.14 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fourteen Only) per Equity Share;

(b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. Rs. 1464.72 (Rupees One Thousand Four Hundred Sixty Four and Paise Seventy Two Only) per Equity Share.

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

The issue price is Rs. 1527.50 (Rupees One Thousand Five Hundred Twenty-Seven and Paisa Fifty only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

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

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, January 16, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Thursday, February 15, 2024.

F. 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 J below.

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

None of the directors / key managerial person intends to subscribe to the Preferential Issue of Convertible Warrants to persons belonging to Non-Promoter category.

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

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the 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.

I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Non-Promoters for 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 Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held	% of Holding (*)
1	Ranjit Nair	Not Applicable	Non-Promoter	17,500	0.15	15,000	32,500	0.26
	Total			17,500	0.15	15,000	32,500	0.26

(*) Post Preferential Issue shares aggregating to 1,24,06,405 includes the following:

- Existing 1,20,29,958 Equity Shares;
- 1,04,232 Equity Shares to be allotted to the Shareholders of Waterfront Fluid Controls Limited, Glasgow, Scotland;
- 2,72,215 Securities that are proposed to be issued through this Notice on fully diluted basis.

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. 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.

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

Prior to this Preferential Issue, the Company has made a preferential issue during the month of October 2023 in the same financial year (i.e. FY 2023-24) to 2 individuals belonging Non-Promoters (1,04,232 equity shares). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

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

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is non-promoter and after the proposed allotment also the status will remain Non – Promoter only and there will be no change in the status of the Proposed Allottees.

O. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

P. 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 ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Ankit Joshi, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the 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.

R. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 2 of this Notice.

S. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

Other Disclosures:

1. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, who intend to subscribe to this issue are concerned or interested financially or otherwise, 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.

ITEM NO.3

The Board of Directors in their meeting held on Tuesday, January 16, 2024, had approved to raise the funds required by way of issuance of Equity Shares on the preferential basis. Accordingly, the Company proposes to issue and allot 2,42,215 Equity Shares to Non-Promoters, at a price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty only) per Equity Share (including a premium of Rs. 1517.50/- (Rupees One Thousand Five Hundred Seventeen and Paise Fifty only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Companies Act") further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Equity Shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:



A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 36,99,83,412.50/- (Rupees Thirty Six Crores Ninety Nine Lakhs Eighty Three Thousand Four Hundred Twelve and Paise Fifty only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of subsidiaries, towards funding capital expenditure of subsidiaries and other general corporate purposes of the Company.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Tuesday, January 16, 2024 had approved the preferential issue, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 2,42,215 Equity Shares to Non Promoters each at a price of 1527.50/- (Rupees One Thousand Five Hundred Twenty Seven and Paise Fifty Only) per Equity Share each payable in cash, aggregating up to Rs. 36,99,83,412.50/- (Rupees Thirty Six Crores Ninety Nine Lakhs Eighty Three Thousand Four Hundred Twelve and Paise Fifty only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Equity Shares are proposed to be issued at an issue price of Rs. 1527.50/- (Rupees One Thousand Five Hundred Twenty Seven and Paise Fifty Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

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

The Floor Price of Rs. 1527.14 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fourteen Only) 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) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 1527.14 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fourteen Only) per Equity Share;

(b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. Rs. 1464.72 (Rupees One Thousand Four Hundred Sixty Four and Paise Seventy Two Only) per Equity Share.

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

The issue price is Rs. 1527.50 (Rupees One Thousand Five Hundred Twenty-Seven and Paise Fifty only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

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

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, January 16, 2024, ("Relevant Date") being 30 days prior to the date of the Extra Ordinary General Meeting ("EGM") i.e. Thursday, February 15, 2024.

F. 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-Promoters as detailed in point J below.

G. 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 / key managerial person intends to subscribe to the Preferential Issue of Equity Shares to Non-Promoters.

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

The Company will issue and allot Equity Shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the 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.

I. 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 (Public category) for 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	Post Preferential Issue	
				No of Shares held	% of Holding	(Present Issue)	No of Shares held	% of Holding (*)
1.	Monika Garware	Not Applicable	Individual	-	-	32,733	32,733	0.26
2.	Ramesh S Damani	Not Applicable	Individual	-	-	32,733	32,733	0.26
3.	H J Securities Pvt Ltd	Hemchand J. Purohit	Body Corporate	-	-	26,186	26,186	0.21
4.	Bhadra Jayantilal Shah	Not Applicable	Individual	-	-	19,639	19,639	0.16
5.	MC Jain Infoservices Private Limited	Tarun Jain, Rajni Jain	Body Corporate	-	-	19,639	19,639	0.16
6.	Bharat Taparia	Not Applicable	Individual	-	-	13,093	13,093	0.11
7.	Chhatisgarh Investments Limited	Kamal Kishore Sarda	Body Corporate	-	-	13,093	13,093	0.11
8.	Pushpalata Saraogi	Not Applicable	Individual	-	-	13,093	13,093	0.11
9.	Astralit Investments Private Limited	Rajyavardhan Sonthalia, Riya Vijay Jindal	Body Corporate	-	-	9,819	9,819	0.08

10.	Ajeet Modi	Not Applicable	Individual	-	-	6,546	6,546	0.05
11.	Kishorkumar Natvarlal Gandhi	Not Applicable	Individual	-	-	6,546	6,546	0.05%
12.	Krishna Anil Chokhani HUF	Krishna Anil Chokhani	HUF	-	-	6,546	6,546	0.05
13.	Nikhil Vora HUF	Nikhil Vora	HUF	-	-	6,546	6,546	0.05
14.	Pankaj Kanakmal Ghia	Not Applicable	Individual	-	-	6,546	6,546	0.05
15.	Prakash Sevantilal Shah HUF	Prakaash S Shah	HUF	-	-	6,546	6,546	0.05
16.	Parth Sarda	Not Applicable	Individual	-	-	6,546	6,546	0.05
17.	Satwani Holdings LLP	Anil Satwani, Kashish Satwani	LLP	-	-	6,546	6,546	0.05
18.	Satish Parasmal Jain	Not Applicable	Individual	-	-	6,546	6,546	0.05
19.	Mahendra Kumar Surana	Not Applicable	Individual	-	-	3,273	3,273	0.03
	Total			-	-	2,42,215	2,42,215	1.95

(*) Post Preferential Issue shares aggregating to 1,24,06,405 includes the following:

- Existing 1,20,29,958 Equity Shares;
- 1,04,232 Equity Shares to be allotted to the Shareholders of Waterfront Fluid Controls Limited, Glasgow, Scotland;
- 2,72,215 Securities that are proposed to be issued through this Notice on fully diluted basis.

J. 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.

K. 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 allotment.

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

Prior to this Preferential Issue, the Company has made a preferential issue during the month of October 2023 in the same financial year (i.e. FY 2023-24) to 2 individuals belonging Non-Promoters (1,04,232 equity shares). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

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

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is non-promoters and after the proposed allotment also the status will remain Non – Promoters only and there will be no change in the status of the proposed allottees.

O. Lock-in Period:

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

P. 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 ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Ankit Joshi, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the 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.

R. Disclosure pertaining to wilful defaulters and fugitive economic offender:

- a. Neither the Company nor any of its Promoters or Directors is wilful defaulter or a fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.
- b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

S. Other Disclosures:

- a. The Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The proposed allottees has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
- c. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

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

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

Place: Indore

Date: January 16, 2024

Registered Office:

31, Sector-C, Industrial area,
Sanwer Road, Indore - 452015, M.P., India.

Website: www.jashindia.com

Shareholding pattern before and after the proposed preferential issue:

Sr. No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Preferential Issue (November 03, 2023)	Current Preferential Issue		Post Preferential Shareholding Pattern (Proposed)	
		No. of Equity Shares	% of Holding	Equity Shares yet to be allotted	Convertible warrants to be allotted	Equity Shares to be allotted	No. of Equity Shares	% of Holding (*)
A	Promoter and Promoter Group							
1	Indian							
a	Individuals/Hindu undivided Family	51,95,506	43.19	-	15,000	-	52,10,506	42.00
b	Financial Institutions/ Banks	-	-	-	-	-	-	-
c	Any Other (specify)	5,22,800	4.35	-	-	-	5,22,800	4.21
	Sub-Total (A)(1)	57,18,306	47.53	-	15,000	-	57,33,306	46.21
2	Foreign							
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	4,14,595	3.45	-	-	-	4,14,595	3.34
b	Government	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-
d	Foreign Portfolio Investor	-	-	-	-	-	-	-
e	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(2)	4,14,595	3.45	-	-	-	4,14,595	3.34
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	61,32,901	50.98	-	15,000	-	61,47,901	49.55
	Public Shareholder							
1	Institutions	-	-	-	-	-	-	-
a	Mutual Funds/	4,12,817	3.43	-	-	-	4,12,817	3.33
b	Venture Capital Funds	-	-	-	-	-	-	-
c	Alternate Investment Funds	62,048	0.52	-	-	-	62,048	0.50
d	Foreign Venture Capital Investors	-	-	-	-	-	-	-
e	Foreign Portfolio Investors	1,45,402	1.21	-	-	-	1,45,402	1.17
f	Financial Institutions/ Banks	-	-	-	-	-	-	-
g	Insurance Companies	-	-	-	-	-	-	-
h	Provident Funds/ Pension Funds	-	-	-	-	-	-	-
i	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)(1)	6,20,267	5.16	-	-	-	6,20,267	5.00
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-

3	Non-institutions							
a	Individuals	43,92,885	36.52	-	-	1,47,294	45,40,179	36.60
b	NBFCs registered with RBI	-	-	-	-	-	-	-
c	Employee Trusts	-	-	-	-	-	-	-
d	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-
e	Any Other (specify)	-	-	-	-	-	-	-
	Hindu Undivided Family	1,46,394	1.22	-	-	19,638	1,66,032	1.34
	Trusts	-	-	-	-	-	-	-
	Non Resident Indians Non Repatriable	-	-	-	-	-	-	-
	Non Resident Indians	4,35,297	3.62	1,04,232	15,000	-	5,54,529	4.47
	LLP	8,123	0.07	-	-	6,546	14,669	0.12
	Clearing Member	1,900	0.02	-	-	-	1,900	0.02
	Bodies Corporate	2,92,191	2.43	-	-	68,737	3,60,928	2.91
	Unclaimed or Suspense or Escrow Account	-	-	-	-	-	-	-
	Sub-Total (B)(3)	52,76,790	43.86	1,04,232	15,000	2,42,215	56,38,237	45.45
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	58,97,057	49.02	1,04,232	15,000	2,42,215	62,58,504	50.45
	Total shareholding (A+B)	1,20,29,958	100.00	1,04,232	30,000	2,42,215	1,24,06,405	100.00

(*Post Preferential Issue shares aggregating to 1,24,06,405 includes the following:

- Existing 1,20,29,958 Equity Shares;
- 1,04,232 Equity Shares to be allotted to the Shareholders of Waterfront Fluid Controls Limited, Glasgow, Scotland;
- 2,72,215 Securities that are proposed to be issued through this Notice on fully diluted basis.