

21st August 2019

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

Symbol: JASH

Sub.: Intimation of 45th Annual General Meeting and Book Closure of Register of Member and Share Transfer Books, pursuant to the Regulations 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) the 45th Annual General Meeting (AGM) of the Company schedule to be held on **Saturday, 14th September 2019 at 11:00 AM at the Registered office of the Company situated at 31, Sector -C, Industrial Area, Sanwer Road, Indore – 452015 (MP).**

Pursuant to Regulation 42 of the Listing Regulations, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed **from 8th September 2019 to 14th September 2019 (both days inclusive)** for the purpose of Annual General Meeting and ascertaining the eligibility of shareholders for the payment of final dividend, if approved at the ensuing 45th Annual General Meeting of the Members of the Company schedule to be held on Saturday 14th September 2019.

Further, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to the member to cast their votes by electronic means on all the resolutions set out in the Notice of 45th AGM through E-voting services by M/s. Link Intime India Pvt. Ltd. _ Insta Vote.

The Cut-off date, for determining the eligibility of members to vote by remote e – voting or voting at 45th AGM, is Saturday 7th September 2019. The remote e-voting will commence on Wednesday 11th September 2019 at 9:00 AM (IST) and will end on Friday 13th September, 2019 at 5:00 PM (IST).

Kindly take the same on your records.

Thanking You,
Yours faithfully,
For JASH Engineering Limited


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

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



NOTICE

Notice is hereby given that the Forty Fifth Annual General Meeting of Jash Engineering Limited will be held as per the schedule given below:

| | | |
|----------------------|---|--|
| Day & Date | : | Saturday, 14 th September 2019 |
| Time | : | 11:00 AM (IST) |
| Venue (Regd. Office) | : | 31, Sector-C, Sanwer Road Industrial Area, Indore (M.P) - 452015, INDIA |

Ordinary Businesses:

1. To receive, consider and adopt:
 - a. Audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors' and Auditor's thereon;
 - b. Audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditor's thereon.
2. To consider and declare Final Dividend of 15% on the face value of equity shares for the year 2018-19.
3. To ratify the appointment M/s Walker, Chandiok & Co.LLP, Chartered Accountants (Firm Reg. No. 001076N/N500013), Gurgaon as Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting and to fix their remuneration.

In this connection if thought fit, to consider and pass the following resolution:

“RESOLVED THAT pursuant to provisions of section 139, 142 and all other provisions if any of Companies Act, 2013 & rules framed thereunder as amended from time to time. The company hereby ratifies the appointment of M/s Walker Chandiok & Co.LLP Chartered Accountants, Gurgaon (Firm Reg. No. 001076N/N500013) as auditors of the company for the financial year 2019-20 and to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 46th Annual General Meeting and that the Board of Directors be and are hereby authorised to fix the remuneration that may be paid in respect of the audit.”

4. To appoint a Director in place of Mr. Axel Schutte (DIN: 02591276) who retires by rotation and, being eligible, offers himself for re-election.

Mr. Axel Schutte (DIN: 02591276) is a Director as per details shared in the Enclosure I to this Notice and Explanatory Statement attached thereto who is liable to retire by rotation at this meeting has offered his candidature for re-appointment being eligible. Accordingly he will continue as Director of the Company till the Annual General Meeting and his re-appointment is proposed hereof.

Special Businesses:

5. To consider and, if thought fit to pass with or without modification(s), the following resolution for the approval of Related Party Transactions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) subject to any modification and re-enactment thereof and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval, the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with related parties on behalf of Jash Engineering Limited and its subsidiary as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties as per details shared in the Enclosure II to this Notice and Explanatory Statement attached thereto, for the period commencing from the date of the 45th AGM and ending at the date of the 46th AGM.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

6. To consider and if, thought fit to pass with or without modification(s), the following resolution for ratifying the remuneration of Cost Auditor of the Company as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of the Cost Auditors for the Company, made by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year ending March 31, 2020, be and is hereby ratified and approved and the cost auditors for the said audit, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

7. To continue the appointment of Shri Laxmi Nandan Amin (DIN : 00007735) as a Chairman & Executive Director of the Company for 2 years with effect from 1st April, 2019 to 31st March 2021.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the continuation of appointment and payment of remuneration to Shri Laxmi Nandan Amin (DIN : 00007735) as Chairman & Executive Director of the Company for a period with effect from 1st April, 2019 upto 31st March 2021 on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said continuation of appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1. **Term of Appointment:** With effect from 1st April, 2019 to 31st March 2021
2. **Remuneration:**
 - I **Basic Salary:** up to a maximum of Rs. 3,75,000/- per month with increments as may be decided by the Board of Directors from time to time.
 - II **Perquisites and allowances:** In addition to the salary, Shri Laxmi Nandan Amin (DIN : 00007735) shall also be entitled to the perquisites and allowances like conveyance allowance, medical reimbursement, leave travel allowance, special allowance, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances, bonus in accordance with the rules of the Company. The nature and breakup of the perquisites and allowances will be determined in accordance with the schemes/policies/rules of the Company or may be decided by the Board of Directors from time to time.
 - III **Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

- 3. Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). Provided, however, that in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Executive Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 or any subsequent amendments or modifications made thereto, as may be decided by the Board of Directors, subject to necessary sanctions and approvals, if required.
- 4. Overall Remuneration:** Aggregate of salary, perquisites, allowances and commission in any one financial year, as maybe decided by the Board of Directors, i.e. total remuneration may exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to Managing Director / Whole-Time Director / Manager in aggregate under Section 197 read with Schedule V of the Companies Act, 2013 or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). The total managerial remuneration payable by the Company, to the directors, including Managing director and whole-time director and manager in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, subject to necessary approvals as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this

Other Terms and Conditions:

- Shri Laxmi Nandan Amin (DIN : 00007735), shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- As long as Shri Laxmi Nandan Amin (DIN : 00007735) functions as Executive Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- The terms and conditions of the said appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto.”

“**RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Laxmi Nandan Amin (DIN : 00007735) as Chairman & Executive Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013 and subject to the approval of the Central Government / Members at the General Meeting, if required, as amended from time to time subject to the compliance of provisions thereof but in any event shall not exceed the remuneration payable as provided in the terms and conditions and/or Agreement when the profits of the Company are adequate.”

“**RESOLVED FURTHER THAT** Shri Laxmi Nandan Amin (DIN : 00007735), Chairman & Executive Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
Jash Engineering Limited

Sd/
Tushar Kharpade
Company Secretary
& Compliance Officer

Place: Indore
Date: 13th August 2019

Notes:

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of Notice.
2. **A member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, stamped and signed, should however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting (on or before September 12th, 2019 11:00 hrs IST). Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.**
3. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
4. In terms of Section 101 of the Act and Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of AGM and other documents including the Annual Report are being sent in electronic mode by e-mail to those shareholders who have furnished their e-mail address in their demat accounts. However, Members may please note that they will be entitled to a hard copy of the Annual Report of the company and all attachments thereto upon receipt of a requisition, free of cost. Members interested to receive the documents in physical form may please give the intimation to the Company's Registrar Link Intime India Pvt. Ltd. at the earliest, duly quoting the demat A/c details. Alternatively, the request, duly quoting the Demat A/c details, may be sent by email at email id rnt.helpdesk@linkintime.co.in. The company would also make available these documents on the Company's website viz., www.jashindia.com for perusal and download by the shareholders. Also, the physical copies of Annual Report would be available at the Registered Office of the Company for inspection during office hours.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the AGM.
6. **Book Closure and Record Date:** The Register of Members and the Share Transfer Books of the Company will be closed from Sunday, September 8th, 2019 to Saturday, September 14th, 2019 (both days inclusive). The dividend, if declared at the AGM, will be paid in accordance of the Act, Regulations to those persons: (a) whose names appear as beneficial owners at the end of the business hours on Saturday, September 7th, 2019 in the list of beneficial owners to be furnished by the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and (b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agents on or before Saturday, September 7th, 2019.
7. Company will be making the dividend payment by electronic mode wherever possible and by dividend warrant/ Bank demand drafts in other cases. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership details furnished by the Depositories (NSDL & CDSL) as at the close of business hours on Saturday, September 7th, 2019 for this purpose. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant of the Members. Members who have changed their bank account after opening the Depository Account and want to receive dividend in an account other than the one specified while opening the Depository Account, are requested to change / correct their bank account details (including the nine digit Bank code) with their Depository Participant, before Saturday, September 7th, 2019.
8. **Unclaimed Dividend: Transfer to Investor Education and Protection Fund:** Members are hereby informed that under the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government. Further, pursuant to the provisions of section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividend remain unpaid / unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period.

9. Members/proxyholders and authorised representatives are requested to bring to the Meeting the duly filled in attendance slip enclosed herewith along with their copy of Annual Report. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the Board Resolution authorising representative to attend and vote on its behalf at the Meeting.
10. In case of joint holders attending the Meeting, only such joint holder attending the Meeting who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members are requested to: i) Intimate to the Company/ Company's Registrar & Share Transfer Agent, changes if any, in their respective addresses along with the pin code number at an early date. ii) Quote folio numbers in all their correspondences. iii) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders.
12. Non- Resident Indian Shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
13. The route map to reach the venue of the Annual General Meeting including prominent land mark for easy location forms part of the Notice.
14. The documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (i.e., except Sundays and Public Holidays) during business hours up to the date of the Meeting. The above said documents will be also available for inspection by the members at the Meeting.
15. Relevancy of question and the order of speakers will be decided by the Chairman. Members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the information ready.
16. Shareholders, who are holding the shares in electronic form, are requested to update their email IDs with the concerned demat account, to enable the Company / Registrar to send communications through e-mail.
17. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent at the following address Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. PH. 022 - 4918 6270 Fax - 022 - 4918 6060 E-mail: mumbai@linkintime.co.in
18. **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 In time (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 AGM (remote e-voting) on all the resolutions set forth in this Notice.
 - b) The voting period begins on Wednesday, September 11th, 2019 (09.00 a.m.) and ends on Friday, September 13th, 2019 (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, Saturday, September 7th, 2019 may cast their vote electronically. The e-voting module shall be disabled by M/s. Link In time India Pvt. Ltd. for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - c) Persons who have acquired shares and become members of the Company after the dispatch of notice and hold shares as on cut-off date of Saturday, September 7th, 2019 may obtain the login ID and password by sending request at the RTA, M/s. Link In time India Pvt. Ltd at their e-mail enotices@linkintime.co.in.
 - d) 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 (SME). The results shall also be displayed on the notice board at the Registered Office of the Company.

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

| | For Shareholders holding shares in Demat Form or Physical Form |
|-----------------------------|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| DOB/ DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c). |

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>. and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

By order of the Board
Jash Engineering Limited

Sd/
Tushar Kharpade
Company Secretary
& Compliance Officer

Place: Indore
Date: 13th August 2019

ANNEXURE TO THE NOTICE

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

Item No. 5

Pursuant to Section 188 of the Companies Act, 2013 for entering related party transactions as mentioned in this section, the ordinary resolution is required to be passed by members in the meeting subjected to the prescribed share capital or Turnover. The list of such proposed transactions which are to be considered for approval of the members at the upcoming AGM is as per Enclosure II of this Notice & Agenda.

Since your company attracts this section and rules thereon, board of directors proposes this resolution for member's approval.

None of the Directors and Key Managerial Personnel of the Company except Mr. Pratik Patel (DIN: 00780920), Mr. Laxmi Nandan Amin (DIN: 00007735), Mr. Axel Schutte (DIN: 02591276) or their relatives are concerned or interested in the said resolution save and except to the extent contracts or arrangements will pertain to related parties.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for all its existing manufacturing units for manufacture of Steel Products and Machinery and Mechanical appliances during the financial year ending March 31, 2020 as per the following details:

| Sr. No. | Name of Cost Auditor | Audit Fees (INR) |
|---------|---------------------------------|--------------------------------------|
| 1. | M/s. M.P. Turakhia & Associates | 50,000/- plus Out of Pocket Expenses |

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020. Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 7

Shri Laxmi Nandan Amin was re-appointed as a Managing Director of the Company pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company at the Annual General Meeting held on 19th September, 2014 for a period of 5 years w.e.f. 1st April, 2014 and his term has ended on 31st March, 2019. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 28th May 2019 subject to approval of Members at this Annual General Meeting and considering the activities, responsibilities and contribution of Shri Laxmi Nandan Amin in development and growth of the Company, consent of the Members was sought for the continuation of appointment of Shri Laxmi Nandan Amin as Chairman & Executive Director of the Company for further period of 2 years w.e.f. 1st April, 2019 to 31st March, 2021, on the terms and conditions as set out in this item of the Notice.

Shri Laxmi Nandan Amin satisfied all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for the appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the enclosure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for appointment of Shri Laxmi Nandan Amin as Chairman & Executive Director of the Company w.e.f. 1st April, 2019 for 2 years upto 31st March 2021.

Mr. Laxminandan Amin is an Indian National and has been a Director since incorporation of the Company. He holds a bachelor's degree in Mechanical engineering from Sardar Patel University, Vallabh Vidyanagar, Gujarat. He has the responsibility of managing the overall functions of the company. His elongated knowledge, extensive skills and practices have facilitated in the immense development of the company. He has been associated with the Company since incorporation.

Under the able leadership of Shri Laxmi Nandan Amin, the Company since incorporation has seen drastic growth in production, utilization of plant capacity, technical advancement and levels of profitability and dividend payout and a good level of management. Shri Laxmi Nandan Amin has experience of more than 4 decades in successfully managing the state of affairs of the Company especially the matters concerning to management, quality production, and achieving growth through domestic and overseas acquisitions of wholly owned subsidiaries

The Board of Directors of the Company has received formal approval from the Nomination & Remuneration Committee regarding proposal to continue the appointment of Shri Laxmi Nandan Amin as a Chairman & Executive of the Company for the aforesaid period as per terms and conditions and other details as mentioned in above resolution of this Notice, on basis the fact that Shri Laxmi Nandan Amin has signified his consent in prescribed format and the fact that he is not disqualified for the said appointment, if approved at the said AGM.

The Board of Directors of the Company express their confidence and trust in the competence and vision of Shri Laxmi Nandan Amin for and thus recommends to the shareholders of the Company, to consider passing the Special Resolution mentioned in the Item No. 7 of the Notice of the AGM, with amendments, if any, at the upcoming AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Shri Laxmi Nandan Amin himself and his relatives is concerned or interested, financial or otherwise in the resolutions set out as Item No. 7

By order of the Board
Jash Engineering Limited

Place: Indore
Date: 13th August 2019

Sd/
Tushar Kharpade
Company Secretary
& Compliance Officer

**BRIEF PROFILE AND PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

Enclosure I to Notice of AGM 2019

| | | | |
|----|---|--|--|
| 1 | Name in Full | Axel Schutte | Laxmi Nandan Amin |
| 2 | DIN | 02591276 | 00007735 |
| 3 | Age | 66 years | 82 Years |
| 4 | Father's name/ Husband name in full | Mr. Alfred Hans Schutte | Shri Dadubhai Amin |
| 5 | Business occupation | Business | Business |
| 6 | Present nationality | Germany | Indian |
| 7 | Nationality of origin | Germany | Indian |
| 8 | No. of shares held in the company | 7,70,000 Eq. Shares | 2,67,385 Eq. Shares |
| 9 | Educational Qualification | B.A. (Economics) | B.E. (Mechanical) |
| 10 | Expertise/Experience in specific functional areas | He has an enormous experience of over 37 years in the Engineering Industry | He has an enormous experience of over 40 years in the Engineering Industry |
| 11 | Date of first Appointment on the Board | 30 th September 1995 | Since Incorporation |
| 12 | Remuneration Last Drawn | NIL | Rs. 46,34,204 (Total Remuneration drawn in FY 2018-19) |
| 13 | Relationship with other Directors, manager and Key Managerial Personnel of the company | Not relative of other Directors, manager and Key Managerial Personnel of the company | Uncle of Mr. Pratik Patel |
| 14 | List of outside Company's directorships/ Membership/ Chairmanship of Committees of other boards | NIL | 1. Shivpad Engineers Pvt. Ltd 2. Jash USA Inc. |

Enclosure II To Notice of AGM 2019**PROPOSED RELATED PARTY TRANSACTIONS 2019-20**

| Sr. No. | Name of The Related Parties | Nature of Contracts/Arrangement/Transaction | Name of the Directors key managerial who is related, if any | Nature of Relationship | Proposed Duration of the Contracts/Arrangements/Transactions During the FY 2019-20 | Salient Terms of the Contracts or Arrangement or Transactions | Monetary Value (Rs.) |
|---------|---------------------------------------|---|---|---|--|--|----------------------|
| 1 | Jash Precision Tools Pvt. Ltd. | Sale | Mr. Pratik Patel Mr. L. D. Amin | A private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 10,00,00,000/- |
| 2 | Shivpad Engineers Pvt Ltd. | Sale | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 10,00,00,000/- |
| 3 | Jash USA Inc. | Sale | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 10,00,00,000/- |
| 4 | Mahr Maschinenbau Ges.m.b.h | Sale | - | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |
| 5 | Engineering & Manufacturing Jash Ltd. | Sale | Mr. Pratik Patel | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |
| 6 | Micro Flat Datums Pvt. Ltd. | Sale | Mr. Pratik Patel Mr. L. D. Amin | a private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |
| 7 | Rodney Hunt Inc. | Sale | - | SDS of JASH USA INC. | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 50,00,000,00/- |
| 8 | Jash Precision Tools Pvt. Ltd. | Purchase | Mr. Pratik Patel Mr. L. D. Amin | a private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |

| | | | | | | | |
|----|-----------------------------------|------------|------------------------------------|---|------------|--|---------------|
| 9 | Shivpad Engineers Pvt Ltd. | Purchase | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |
| 10 | Jash USA Inc. | Purchase | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 5,00,00,000/- |
| 11 | Jash Precision Tools Pvt. Limited | Job Work | Mr. Pratik Patel Mr. L. D. Amin | a private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 2,50,00,000/- |
| 12 | Jash USA Inc. | Job Work | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 2,00,00,000/- |
| 13 | JASH Flowcon Engineers | Job Work | Mr. Pratik Patel Mr. L. D. Amin | A firm, in which a director, manager, or his relative is a partner | Continuous | As per agreed terms & on Arm's Length and in ordinary course of business | 2,00,00,000/- |
| 14 | Micro Flat Datums Pvt. Ltd. | Purchase | Mr. Pratik Patel Mr. L. D. Amin | a private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length basis | 2,00,00,000/- |
| 15 | Jash USA Inc. | Supply | Mr. Pratik Patel Mr. L. D. Amin | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length basis and in ordinary course of business | 1,00,00,000/- |
| 16 | Patamin Investments Pvt Ltd. | Lease | Mr. Pratik Patel | a private company in which a director or his relative is a member or director | Continuous | As per agreed terms & on Arm's Length basis | 2,00,00,000/- |
| 17 | Mahr Maschinenbau Ges.m.b.h | Commission | - | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length basis | 50,00,000/- |
| 18 | Mahr Maschinenbau Ges.m.b.h | Services | - | Wholly Owned Subsidiary | Continuous | As per agreed terms & on Arm's Length basis | 1,00,00,000/- |

FORM NO. MGT- 11

PROXY FORM

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

CIN : L28910MP1973PLC001226
Name of company : **JASH ENGINEERING LIMITED**
Registered office : Plot No. 31, C-Sector, Sanwer Road, Industrial Area, Indore-452 015 (M.P.) INDIA

Name of the member(s):.....
Registered address:.....
E-mail Id:.....
Folio No/ Client Id:.....
DP ID:.....

I/We, being the member (s) of..... shares of the above named company, hereby appoint

- 1. Name:.....
Address:.....
E-mail Id:.....
Signature:..... or failing him
- 2. Name:.....
Address:.....
E-mail Id:.....
Signature:..... or failing him
- 3. Name:.....
Address:.....
E-mail Id:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on the **Saturday, 14th September, 2019** at 11.00 a.m. at Plot No. 31, C-Sector, Sanwer Road, Industrial Area, Indore-452 015 (M.P.) INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

| Sr. No. | Resolutions | For | Aganist |
|---------|--|-----|---------|
| | ORDINARY BUSINESS | | |
| 1. | The Audited financial statement of the Company for the financial year ending 31st March, 2019, | | |
| 2. | To consider and declare Final Dividend of 15% on the face value of equity shares for the year 2018-19 | | |
| 3. | To ratify reappointment M/s Walker Chandiok & Co Chartered Accountants, Gurgaon as Auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the 46 th Annual General Meeting to be held in year 2020 and to fix their remuneration. | | |
| 4. | To appoint a Director in place of Mr. Axel Schutte (DIN: 02591276) who retires by rotation and, being eligible, offers himself for re-election. | | |
| | SPECIAL BUSINESS | | |
| 5. | To consider and, if thought fit to pass with or without modification(s), the following resolution for the approval of Related Party Transactions as an Ordinary Resolution | | |
| 6. | To consider and if, thought fit to pass with or without modification(s), the following resolution for ratifying the remuneration of Cost Auditor of the Company as an Ordinary Resolution | | |
| 7. | To continue the appointment of Shri Laxmi Nandan Amin (DIN: 00007735) as a Chairman & Executive Director of the Company for 2 years with effect from 1st April, 2019 to 31st March 2021 and in this regard consider and if though fit to pass with or without modification(s), the following resolution as an Special Resolution | | |

Signed this..... day of..... 2019



Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. Please put a ' ' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Forty Fifth Annual General Meeting of the Company.

JASH ENGINEERING LIMITED

CIN: L28910MP1973PLC001226

Regd. Office: Plot No. 31, C-Sector, Sanwer Road, Industrial Area, Indore-452 015 (M.P.) INDIA

45th Annual General Meeting

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON SATURDAY, 14th SEPTEMBER, 2019

Registered Folio No/ Client Id No

Full Name of Member (in BLOCK LETTERS)

No. of Shares held

I/We certify that I/We am/are registered shareholder/ proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 45th Annual General Meeting of the Company at Plot No. 31, Sector-C, Sanwer Road, Industrial Area, Indore-452 015 (M.P.) INDIA on Saturday, 14th September, 2019.

(Member)
(Name in BLOCK LETTERS, if signed by Member)

(proxy's Signature)
(Name in BLOCK LETTERS, if signed by proxy)

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.
3. Electronic copy of the Annual Report for 2018-19 and Notice of Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip

Map For AGM Venue

