

## NOTICE

**NOTICE** is hereby given that the Forty Seventh Annual General Meeting (“47<sup>th</sup> AGM”) of Jash Engineering Limited will be held on Thursday, 16<sup>th</sup> September, 2021 at 11.00 A.M (IST), through Video Conferencing / Other Audio-Visual Means (“VC” / “OAVM”) Facility to transact the following business(es):

### Ordinary Businesses:

1. To receive, consider and adopt:
  - a. Audited standalone financial statements of the Company for the financial year ended March 31, 2021, 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, 2021, together with the Report of the Auditor’s thereon.
2. To consider and declare Final Dividend of 32% on the face value of equity shares for the year 2020-21.
3. To ratify the appointment M/s Walker Chandiook & 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 48<sup>th</sup> 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 Chandiook & Co. LLP Chartered Accountants, Gurgaon (Firm Reg. No. 001076N/N500013) as auditors of the company for the financial year 2021-22 and to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 48<sup>th</sup> 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 47<sup>th</sup> AGM and ending at the date of the 48<sup>th</sup> 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, 2022, 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 consider re-appointment of Mr. Pratik Patel, Managing Director (DIN 00780920) of the company and if thought fit, pass the following resolution as an Special Resolution, with or without modification(s):**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 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 and the relevant provision of Article of Association of the Company, pursuant to recommendation of the Nomination and Remuneration Committee, approval of Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Pratik Patel, as a Managing Director (DIN 00780920) of the Company for a period of five (5) years, with effect from 1st March, 2022 upto 28th February 2027 on the terms and conditions as annexed in this Notice and specifically approved with powers to alter, amend, vary and modify the terms and conditions 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."

**"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 Mr. Pratik Patel as a Managing Director (DIN 00780920) 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** Mr. Pratik Patel, Managing Director (DIN 00780920) 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."

**FURTHER RESOLVED THAT** a copy of the above resolutions be furnished to the all concerned authorities certified as true copy by Mr. Tushar Kharpade Company Secretary of the Company and that the concerned authorities are authorised to act and rely upon these resolutions."

**8. Continuation of directorship of Mr. Durgalal Tuljaram Manwani, Independent Director (DIN: 07114081) in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. To consider, and if thought fit, to pass, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Durgalal Tuljaram Manwani (DIN: 07114081), Non-Executive Independent Director of the Company, will attained the age of 75 years on 1st March, 2022, whose present term of office is for 5 (five) years,

approved by the members of the Company at their Extra Ordinary General Meeting held on August 28, 2017 till August 24, 2022, and whose continuation of office requires approval of Members by way of Special Resolution being more than 75 years of age w.e.f. March 01, 2022, approval of the Members of the Company be and is hereby accorded for the continuation of directorship of Mr. Durgalal Tuljaram Manwani as a 'Non-Executive Independent Director' of the Company, to hold office for his remaining term with effect from March 01, 2022 upto August 24, 2022, not liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

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

**Date: 13 August 2021  
Place: Indore**

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20 dated May 05, 2020, Circular No. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as 'MCA Circulars') permitted the holding of Annual General Meeting through Video Conference (VC) or Other Audio-Visual Means (OAVM) without the physical presence of 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 Annual General Meeting of the Members of the Company is being held through VC/OAVM.
2. The relative explanatory 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.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote thereat instead of himself, on a poll. However, this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 Annual 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 **info@jashindia.com** and to the Registrar and Transfer Agent at **rnt.helpdesk@linkintime.co.in**.
5. 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.
6. Book Closure and Record Date: The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 10<sup>th</sup>, 2021 to Thursday, September 16<sup>th</sup>, 2021 (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 Thursday, September 9<sup>th</sup>, 2021 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 Thursday, September 9<sup>th</sup>, 2021.
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 Thursday, September 9<sup>th</sup>, 2021 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 Thursday, September 9<sup>th</sup>, 2021.
8. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the



prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2021 and amendments thereof. The shareholders are requested to update their PAN with the Company/Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H or Lower Withholding Certificate (if obtained from the Tax department), to avail the benefit of non-deduction/ lower deduction of tax at source by writing an email to [Jashdivtax@linkintime.co.in](mailto:Jashdivtax@linkintime.co.in) on or before 11:59 p.m. IST on September 7<sup>th</sup>, 2021. The shareholders are requested to note that in case their PAN is not registered/ updated the tax will be deducted at a higher rate of 20% (plus Surcharge and Cess as applicable).

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment (PE) and Beneficial Ownership Declaration, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [Jashdivtax@linkintime.co.in](mailto:Jashdivtax@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the shareholders on or before 11:59 p.m. IST on September 7<sup>th</sup>, 2021. The formats of No Permanent Establishment Declaration (including beneficial ownership) and Form 10F are available on Link Intime's website at <https://www.linkintime.co.in/client-downloads.html>. Tax Residency Certificate (TRC) needs to be obtained by the shareholder from the Tax Department of their country of residence. Non-resident shareholders shall also furnish the lower/nil withholding certificate, if obtained from the Tax Department.

9. 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.
10. Change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened his demat account. The Company or its Share Transfer Agent will not be able to act on any direct request from these Members for change of such details. However, for any change in particulars in respect of shares held in physical form should be sent to the Registrar & Share Transfer Agents of the Company i.e., Link Intime India Private Limited at following address:  
  
**Link Intime India Private Limited**  
**C 101, 247 Park,**  
**L. B. S. Marg, Vikhroli (West),**  
**Mumbai, Maharashtra, 400 083**
11. Non- Resident Indian Shareholders are requested to inform the Company immediately the change in the residential status on return to India for permanent settlement.
12. 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.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
14. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to [info@jashindia.com](mailto:info@jashindia.com) on or before 7<sup>th</sup> September, 2021.
15. In compliance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020 and January 15, 2021, Notice of the Annual General Meeting along with the Annual Report for the Financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the

Company/Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial year 2020-21 will also be available on the Company's website [www.jashindia.com](http://www.jashindia.com) websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in/>.

- Members holding Shares in Physical Form are requested to update their E-mail address with the Company/Registrar & Share Transfer Agent so as to receive Annual Report and other communication electronically.
  - Members holding Shares in Demat Form are requested to update their E-mail address with their respective Depository Participant so as to receive Annual Report and other communication electronically.
16. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
18. The details of Directors seeking appointment/reappointment at this Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India is annexed hereto.
- 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 AGM (remote e-voting) on all the resolutions set forth in this Notice.
- Pursuant to SEBI circular dated December 9, 2020, issued by the SEBI on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 9, 2021.
- b) The voting period begins on Monday, September 13<sup>th</sup>, 2021 (09.00 a.m.) and ends on, Wednesday, September 15<sup>th</sup>, 2021 (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, 9<sup>th</sup> September 2021 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 AGM 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](http://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 AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- e) The Members attending the AGM 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 AGM.
- 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
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>1. Register on NSDL IDeAS facility in the manner given below:</p> <ol style="list-style-type: none"> <li>i. Open NSDL e-Services website: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> in web browser and select option “Register Online for IDeAS” available on the left hand panel on the home page;</li> <li>ii. Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit;</li> <li>iii. Authenticate your demat account by selecting One-time Password (OTP) option or with your bank account details linked with your demat account;</li> <li>iv. Create your User ID and password and confirm your account details and submit;</li> <li>v. A confirmation message of successful registration will appear on your screen.</li> </ol> <p>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:</p> <ul style="list-style-type: none"> <li>• <b>NSDL IDeAS Platform (By single Login)</b></li> </ul> <ol style="list-style-type: none"> <li>i. Visit the NSDL e-Services: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. Once the home page is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open;</li> <li>iii. Enter your User ID and Password;</li> <li>iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel.</li> <li>v. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page.</li> <li>vi. Click on option available against Company Name or e-Voting services provider name i.e. LINK IN TIME 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 &amp; voting during the meeting.</li> </ol> <ul style="list-style-type: none"> <li>• <b>Through NSDL e-voting platform:</b></li> </ul> <ol style="list-style-type: none"> <li>i. Visit the e-voting website of NSDL.: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>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.</li> <li>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.</li> <li>iv. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</li> <li>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 or to join the AGM through VC/OAVM facility and cast your votes during the AGM.</li> </ol>
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Register on CDSL myeasi portal by clicking on the link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> (New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Members)</li> <li>2. Existing users who have already registered for Easi/Easiest, they can login through their user id and password.</li> <li>3. Option will be made available to reach e-Voting page without any further authentication.</li> <li>4. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>5. After successful login or if you are already registered for Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have link of e-Voting service provider i.e, LINKINTIME. Click on “LINKINTIME” service provider name to cast your vote.</li> </ol>

	<ul style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in Demat mode) &amp; login through their Depository participants (“DP”)</b>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option.</li> <li>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 IN TIME and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders holding securities in Physical mode &amp; E-voting service provider is Link Intime.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ol style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -           <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No. + Folio Number registered with the Company.</li> <li><b>PAN:</b> 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.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.               <ul style="list-style-type: none"> <li>* Shareholders/ members holding shares in <b>physical form</b> but have not recorded information under ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</li> </ul> </li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> </ol> </li> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ol>
<b>Institutional shareholders:</b>	<p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and register themselves as ‘<b>Custodian / Mutual Fund / Corporate Body</b>’. 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 ‘<b>Custodian / Mutual Fund / Corporate Body</b>’ login for the Scrutinizer to verify the same.</p>



<p><b>In case Individual Shareholders holding securities in Physical mode &amp; E-voting service Provider is Link Intime, have forgotten the password:</b></p>	<ul style="list-style-type: none"> <li>• Click on 'Login' under '<b>SHAREHOLDER</b>' tab and further Click '<b>forgot password?</b>'</li> <li>• Enter <b>User ID</b>, select <b>Mode</b> and Enter Image Verification (CAPTCHA) Code and Click on '<b>Submit</b>'.</li> <li>• In case shareholders/ members have valid email address, Password will be sent to his / her registered e-mail address.</li> <li>• 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.</li> <li>• The password should contain minimum 8 characters, at least one special character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:</b></p>	<ul style="list-style-type: none"> <li>• Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.</li> <li>• It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</li> <li>• For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.</li> <li>• During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".</li> </ul>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at: 022- 23058738 or 22-23058542-43.

**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](mailto: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 AGM, 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 AGM i.e. Thursday, 16th September, 2021.
- 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. 9th September, 2021, may obtain the login id and password by sending a request at [info@jashindia.com](mailto:info@jashindia.com) or [rnt.helpdesk@linkintime.co.in](mailto: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 Annual General Meeting through InstaMeet:**

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

✦ 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).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the Insta Meet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

- 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](mailto:info@jashindia.com) from Wednesday, 8<sup>th</sup> September, 2021 to Sunday 12<sup>th</sup> September, 2021.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- Shareholders will receive “**speaking serial number**” once they mark attendance for the meeting.
- Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- 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 Annual 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:

- On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”
- 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**’.
- After successful login, 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**’.

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 Annual 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 Annual General Meeting will be eligible to attend/ participate in the Annual 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](mailto:instameet@linkintime.co.in) or contact on: -

**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 AGM 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](http://www.jashindia.com) and on the website of <https://instavote.linkintime.co.in> immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.









**Annexure :**

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET:**

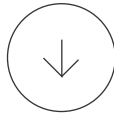
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html> and following the instructions as below in boxes:

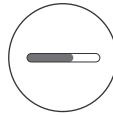
**Step 1: -**

 <b>Webex Meetings</b> Looking for real time video conferencing? HD video for face-to-face meetings Flexible audio-only conference call options Easy screen sharing Meet across any device   	 <b>Webex Teams</b> Looking for messaging and team collaboration? One-on-one or group messaging Digital two-way whiteboarding Rich content and file sharing Video calling  <b>Download Teams VDI</b>  
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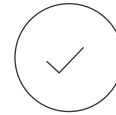
**Step 2: -**



**Step 1**  
Double-click the webexapp.msi file you downloaded



**Step 2**  
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

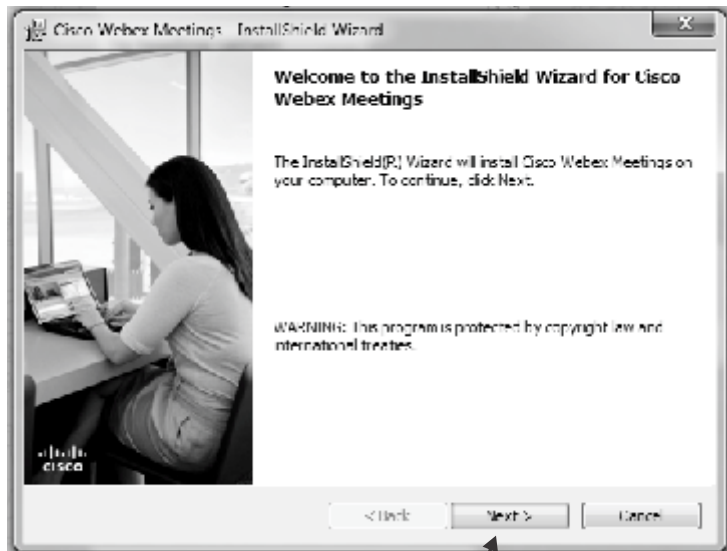


**Step 3**  
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

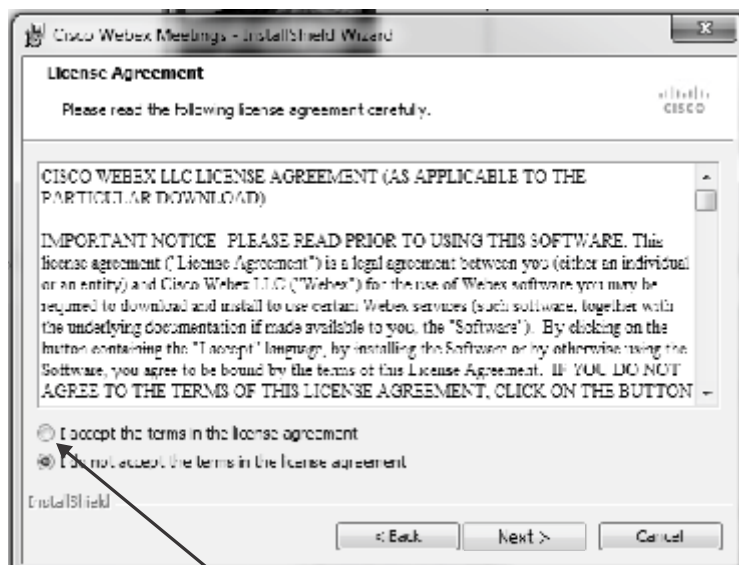


**Step 3: -**



(Kindly select Next> TAB)

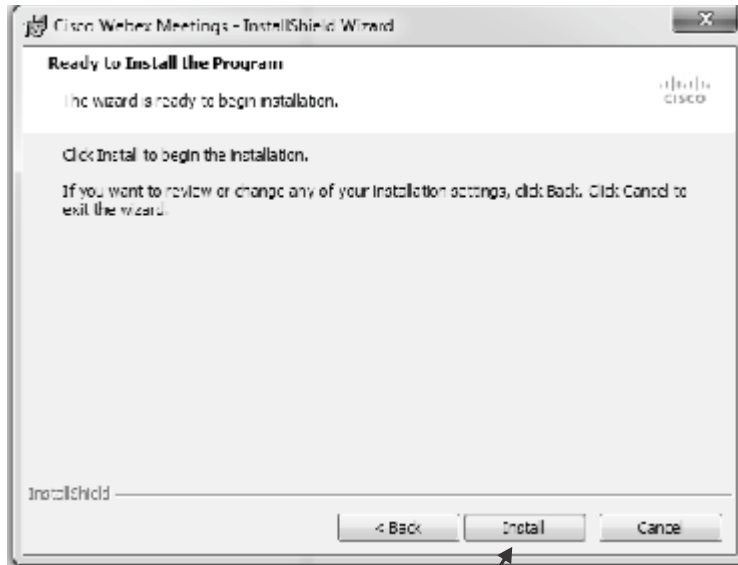
**Step 4: -**



(Kindly select I accept Button)



**Step 5: -**



(Kindly select Install TAB)

(Or)

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1(A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1(B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

**Event Information :**

Event status :  
Date and time :  
Duration :  
Description :

Join Event Now  
You cannot join the event now because it has not started

First name :   
Last name :   
Email address :   
Event password :

← Mention your first name, Last name and email address

By joining the event, you are accepting the Cisco Webex Terms of Service and Privacy Statement.

←  
Join by browser NEW

If you are the host . start your event.

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

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

**Date: 13 August 2021  
Place: Indore**

## **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. Suresh Patel (DIN: 00012072), 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, 2022 as per the following details:

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

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, 2022. 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**

Mr. Pratik Patel (DIN: 00780920) was appointed as the Managing Director of the Company, not liable to retire by rotation, as per agreed terms with effect from 1st March, 2017 for a period of 5 years ending on 28th February 2022, by special resolution passed by the members at in AGM held on 27th September 2016. Accordingly, the present term appointment comes on end on 28th February, 2022.

Board of Directors of Company, in its Board Meeting held on 13<sup>th</sup> August 2021 had approved, subject to approval of Members in Annual General Meeting, re-appointed Mr. Pratik Patel as Managing Director of the Company for further Five (5) years with effect from 1st March, 2022. The Board has taken this decision on the basis of recommendation of Nomination and Remuneration Committee. Justification thereof for re-appointment indicated in the explanatory statement annexed to the Notice for such re-appointment.

Subject to review and recommendation of the Nomination Committee Members approved the revision of following terms and conditions of re-appointment of Mr. Pratik Patel as a Managing Director of the company:

#### **1. Remuneration:**

**i. Basic Salary:** up to a maximum of Rs. 10,00,000/- 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, Mr. Pratik Patel 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.

**2. 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 Managing 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.

**3. 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 regard.

#### Other Terms and Conditions:

- a. Mr. Pratik Patel, shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. As long as Mr. Pratik Patel functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. The terms and conditions of the said re-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.”

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution. The Board recommends the Special Resolution as set out in Item No. 7 of this Notice for approval of Members.

#### Item No. 8

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification for continuation of directorship thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Members of the Company, at their Extra Ordinary General Meeting held on August 28, 2017, had granted approval for appointment of Mr. Durgalal Tuljaram Manwani (DIN: 07114081), as Non-Executive, Independent Directors of the Company for a term of 5 (five) years, w.e.f. August 25, 2017 upto August 24, 2022, not liable to retire by rotation. Mr. Durgalal Tuljaram Manwani (DIN: 07114081), Non-Executive Independent Director of the Company, will attained the age of 75 years on 01<sup>st</sup> March, 2022.

Accordingly, the continuation of Mr. Durgalal Tuljaram Manwani as Non-Executive Independent Directors on the Board Company with effect from March 1<sup>st</sup>, 2022 shall require approval of the Members by way of passing Special Resolution, on following reasonable grounds: -

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of Mr. Durgalal Tuljaram Manwani as “Independent Directors” of the Company, considering their rich experience, expertise and valuable contribution made to the Board of Directors of the Company. Their presence on the Board adds more value and gives confidence to the Board in its decisions.

The aforementioned Non-Executive Independent Directors fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the Listing Regulations.

The Members are, therefore, requested to grant their approval by way of passing Special Resolutions for the continuation of directorship Mr. Durgalal Tuljaram Manwani, as Non-Executive, Independent Directors of the Company upto August 24, 2022, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board of Directors recommend the Special Resolutions set forth in Item No. 8 of the Notice for approval of the Members.

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

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

**Date: 13 August 2021  
Place: Indore**



**Enclosure I to Notice of AGM 2021**

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

1	Name in Full	Durgalal Tuljaram Manwani	Pratik Patel	Axel Schutte
2	DIN	07114081	00780920	02591276
3	Age	74 Years	57 years	67 years
4	Father's name/ Husband name in full	Late Shri Tulja Ram Manwani	Late Shri Navinchandra Patel	Mr. Alfred Hans Schutte
5	Business occupation	Business	Business	Business
6	Present nationality	Indian	Indian	Germany
7	Nationality of origin	Indian	Indian	Germany
8	No. of shares held in the company	-	19,93,921 Eq. Shares	7,70,000 Eq. Shares
9	Educational Qualification	BE, MBA (FINANCE), PHD	B.E. (Mechanical), MBA (FINANCE)	B.A. (Economics)
10	Expertise/Experience in specific functional areas	He has over 35 years of experience in manufacturing companies and is a visiting faculty member in various management institutes across India He has worked in HAL, Nucon Fluidomat and is presently Managing Director in Quantile Analytics Private Limited, Indore	He has over 32 years of experience in Engineering Industry. Under his leadership company has seen drastic level of growth in sales, sustained level of profitability, dividend payout ratio. Area of his expertise are marketing, management, product development & designing.	He has wide business experience in many countries and is on the board since 1995 He has experience of over 37 years in the Engineering Industry and is an expert on Knife gate and bulk solids handling valves
11	Date of first Appointment on the Board	Appointed as Independent Director w.e.f. 25/08/2017	Since 1995	30th September 1995
12	Remuneration Last Drawn	-	72,55,460/-	-
13	Relationship with other Directors, manager and Key Managerial Personnel of the company	-	Nephew of Mr. Suresh Patel	Not relative of other Directors, manager and Key Managerial Personnel of the company
14	List of outside Company's directorships/ Membership/ Chairmanship of Committees of other boards	1. Quantile Analytics Private Limited 2. Jash USA Inc	1. Shivpad Engineers Pvt. Ltd 2. Patamin Investments Pvt. Ltd. 3. Jash USA Inc 4. Engineering and Manufacturing Jash Ltd.	-

**Enclosure II To Notice of AGM 2021****PROPOSED RELATED PARTY TRANSACTIONS 2021-22**

Sr.	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 2021-22	Salient Terms of the Contracts or Arrangement or Transactions	Monetary Value
1	Shivpad Engineers Pvt. Ltd.	Sale	Mr. Pratik Patel Mr. Dharmendra Jain	Wholly Owned Subsidiary	Continuous	As per agreed terms & on Arm's Length and in ordinary course of business	50,00,00,000/-
2	Jash USA Inc. DBA Rodney Hunt	Sale	Mr. Pratik Patel	Wholly Owned Subsidiary	Continuous	As per agreed terms & on Arm's Length and in ordinary course of business	60,00,00,000/-
3	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/-
4	Engineering and 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/-
5	Micro Flat Datums Pvt. Ltd.	Sale	Mr. Pratik Patel Mr. Suresh 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 and in ordinary course of business	5,00,00,000/-
6	Shivpad Engineers Pvt Ltd.	Purchase	Mr. Pratik Patel Mr. Dharmendra Jain	Wholly Owned Subsidiary	Continuous	As per agreed terms & on Arm's Length and in ordinary course of business	2,00,00,000/-
7	Jash USA Inc. DBA Rodney Hunt	Purchase	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/-

8	Jash USA Inc. DBA Rodney Hunt Inc.	Job Work	Mr. Pratik Patel	Wholly Owned Subsidiary	Continuous	As per agreed terms & on Arm's Length and in ordinary course of business	2,00,00,000/-
9	JASH Flowcon Engineers	Job Work	Mr. Pratik Patel	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	1,00,00,000/-
10	Patamin Investments Pvt Ltd.	Lease	Mr. Pratik Patel Mr. Suresh 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/-
11	Mahr Maschinenba u Ges.m.b.h	Services	-	Wholly Owned Subsidiary	Continuous	As per agreed terms & on Arm's Length basis	1,00,00,000/-