



Jash Engineering Limited

CIN : L28910MP1973PLC001226

Registered Address :31, Sector – C, Industrial Area, Sanwer Road, Indore - 452015 (MP)

Telephone: 0731 6732700, 0731 2720143 / Fax: +91731 2720499 /

Email Id :info@jashindia.com / Website: www.jashindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014]

To

All Shareholders,

Jash Engineering Limited

Notice is hereby given pursuant to Section 110 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification(s) or re-enactment thereof from time to time and for time being in force), that the draft resolutions appended herein below are proposed to be passed by the members through Postal Ballot/E-voting.

Accordingly, draft resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolutions in terms of Section-102 read with Section 110 of the Companies Act, 2013 is annexed herewith for your consideration.

Members are requested to carefully read the instructions annexed thereto and submit the Postal ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, Mr. Ankit Joshi (Unit : Jash Engineering Limited) at: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. before Tuesday, September 17, 2019 till 5.00 p.m. Kindly note that the Postal Ballot Form(s) received beyond the said date shall be treated as if reply from the member(s) has not been received.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is also providing remote e-voting facility to its members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of LinkIntime India Pvt Ltd to provide the E-voting facility. The instructions for e-voting are annexed to this notice. References to Postal Ballot in this Postal Ballot notice includes votes received electronically (e-voting).

Mr. Ankit Joshi, Practicing Company Secretary having Membership No. 50124 and CP No.18660 having office at 15/5, Snehat aganj, Indore - 452001 (MP) been appointed as the Scrutinizer at the meeting of the Board of Directors of the Company held on August 13th, 2019, who in the opinion of the Board can conduct the Postal ballot voting as well remote e-voting process in fair & transparent manner.

The Scrutinizer shall keep the Postal Ballot Form received back from the shareholders of the Company in his safe custody and after the receipt of assent or dissent of the shareholders in writing or by electronic means on or before Tuesday, September 17th, 2019, the Scrutinizer shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on Wednesday, September 18th, 2019.

The result will be announced by the Chairman of the Company on Thursday, September 19, 2019 at Company's Registered Office situated at 31, Sector-C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh, India.

The Resolutions, if approved, will be taken as passed effectively on the date of the declaration of result i.e. Thursday, September 19, 2019 & it will be placed on the website of the Company and on the website of NSE www.nseindia.com/emerger/ along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website www.jashindia.com of the Company, on the website of NSE www.nseindia.com/emerger/ and on Link Intime e-voting system link <https://instavote.linkintime.co.in>

SPECIAL BUSINESS:

ITEM NO. 01

MIGRATION FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (SME) TO MAIN BOARD OF NSE:

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

"RESOLVED THAT pursuant to Chapter IX of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), and other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) consent of the shareholders be & is hereby accorded purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Ltd. ("NSE") i.e. EMERGE to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution

RESOLVED FURTHER THAT Mr. Pratik Patel, Managing Director (DIN:00780920) and Mr. Tushar Kharpade, Company Secretary (Membership No.A30144) of the Company be and are hereby authorized severally and/or jointly to deal with any Government or Semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE to Main Board of NSE.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally/jointly to all such acts, deeds and things as may be necessary to give effect to the above resolution."

By order of the Board

For **Jash Engineering Limited**

Tushar Kharpade
Company Secretary & Compliance Officer
M. No.A30144

Place: Indore
Date: 13/08/2019

Notes:

1. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.
2. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
3. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
4. Members who haven't received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send e-mail to – info@jashindia.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
5. A Member cannot exercise his / her vote through proxy on postal ballot.
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 13th day of August, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
7. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Saturday, August 17, 2019.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 P.M. on Tuesday, September 17, 2019. Postal Ballot forms received after this date will be treated as if the reply double from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
9. E-Voting will commence on Monday, August 19, 2019 at 9:00 A.M. and will end on Tuesday, September 17, 2019 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.
10. In case of any query or grievance, members may contact the following:

Mr. Tushar Kharpade, Company Secretary and Compliance Officer, **Jash Engineering Limited**, 31, Sector-C, Sanwer Road, Industrial Area, Indore 452015, Madhya Pradesh, India or at E-mail ID info@jashindia.com

11. INSTRUCTIONS FOR VOTING

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutiniser in the enclosed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, in case the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at their expense, such Postal Ballot Forms will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be sent to the Scrutiniser so as to reach the Scrutiniser not later than 5.00 pm (IST) on 17th September 2019. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members has not been received.

3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.
4. Corporate/Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser along with the Postal Ballot Form.

B. Voting through electronic means

Instructions for shareholders to vote electronically:

UNIT: JASH ENGINEERING LIMITED

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

1. Visit the e-voting system of LIPL. 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 LIPL: <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.
Bank Account Number	Enter the Bank Account number 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 Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <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 LIPL.

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 LIPL: <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.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

ITEM NO.1

Our Company is currently listed on Emerge Platform of NSE w.e.f. October, 11th 2017 and with post issue paid-up capital of Rs.11.84 crores. As per the requirements of NSE Circular dated March 10, 2014, the Company complies with the requirements of Equity Share capital of more than Rs. 10 crores & continued listing of 2 years on Emerge Platform of NSE for migration purpose. The Board of Directors are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the shareholders of the Company to enjoy sufficient liquidity and returns on their investments. Hence, the Board of Directors of the Company in their meeting held on August 13, 2019 decided to migrate our company from Emerge Platform of NSE to main Board of NSE.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

By Order of the Board

For **Jash Engineering Limited**

Tushar Kharpade

Company Secretary & Compliance Officer
M. No. A30144

Place: Indore
Date: 13/08/2019



JASH ENGINEERING LIMITED

CIN: L28910MP1973PLC001226

Registered Address: 31, Sector-C, Sanwer Road, Industrial Area, Indore - 452015, Madhya Pradesh, India

Tel: +91-731-6732700, 2720143 ; **Fax:** +917312720499

E-mail: info@jashindia.com; **Website:** www.jashindia.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified below before filling the form)

Postal Ballot No.:

1.	Name and registered address of the Sole/ First named shareholder	:	
2.	Name(s) of Joint shareholder(s), if any	:	
3.	Registered Folio No. / DP Id No.* /Client Id No.* (*applicable to investors holding Shares in dematerialized form)	:	
4.	Number of shares held	:	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice dated August 13, 2019 of the Company by sending my/our consent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below.

Sr. No.	Brief particulars of the item	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Migration from Emerge Platform of NSE to the Main Board of NSE.			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS (Applicable for Individual members only)

EVEN (Remote e-voting Event Number)	USER ID	Password / Sequence No.
190169		

Notes :

- 1) If the voting rights are exercised electronically, there is no need to use this form.
- 2) Please read carefully the instructions printed overleaf before exercising your vote.
- 3) Each equity share of the Company carries one vote.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier or registered post at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
3. This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal ballot Form for every Folio/ Client ID irrespective of the number of Joint holders.
5. The votes should be cast either in favor or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.
6. Unsigned, incorrectly signed or incomplete postal ballot forms will be rejected.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. on Tuesday, September 17, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. Tuesday, 13th August 2019.
10. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
11. In case a postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The result of the Postal Ballot will be uploaded on the Company's website www.jashindia.com and on the website of NSE LTD. at www.nseindia.com/emerger/ (SME) and on Link Intime E-Voting link at <https://instavote.linkintime.co.in>. The scrutinizer's decision on the validity of Postal Ballot will be final.
14. The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on Thursday, September 19, 2019.