



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

NOTICE OF 08TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF A K JAIN SALES & MARKETING LIMITED (FORMERLY KNOWN AS A K JAIN SALES & MARKETING PRIVATE LIMITED) WILL BE HELD ON SATURDAY, 28TH DAY OF SEPTEMBER, 2024 COMMENCED AT 10:00 AM. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BOTHRA HOUSE, VINAYAK NAGAR GANGASHAHAR, BIKANER, RAJASTHAN, INDIA, 334401 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2024 AND REPORTS OF BROAD OF DIRECTORS:

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

"RESOLVED THAT the Directors' Report and the Audited Balance Sheet as on year ended 31st March, 2024 and the Profit and Loss Accounts for the Year ended on 31st March, 2024 along with the Auditors' Report thereon are hereby considered, approved and adopted."

ITEM NO. 2: TO CONSIDER AND APPROVE TO APPOINT A DIRECTOR IN PLACE OF MR. ASHKARAN BOTHRA (DIN: 06646553), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. ASHKARAN BOTHRA (DIN: 06646553)**, who retires by rotation and being eligible, offer herself for re-appointment."

ITEM NO. 3: TO APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby appoints M/s. KASG & CO, Chartered Accountants, Firm Registration No. 002228C, Chartered Accountants, Mumbai, as Statutory Auditors for the period of 3 years at this Annual General Meeting (AGM) till the conclusion of 10th consecutive AGM of the company (subject to ratification by the shareholders) at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

SPECIAL BUSINESS:

ITEM NO. 4: TO APPOINT MR. DHANPAT SINGH JAIN (DIN: 10666393) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and approval of the Board of Directors of the Company, **MR. DHANPAT SINGH JAIN (DIN: 10666393)**, who was appointed as an Additional Non-Executive Independent Director of the Company on 14th June, 2024 pursuant to Section 161 of the Companies Act, 2013 to hold office up to the date of ensuing General Meeting, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a “Non-Executive Independent Director” of the Company to hold office for a term of 5 (five) consecutive years commencing from 14th June, 2024 to 13th June, 2029 (both days inclusive), and that she shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO. 5: TO APPOINT MR. ASHOK KUMAR SETHIA (DIN: 10666423) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and approval of the Board of Directors of the Company, **ASHOK KUMAR SETHIA (DIN: 10666423)**, who was appointed as an Additional Non-Executive Independent Director of the Company on 14th June, 2024 pursuant to Section 161 of the Companies Act, 2013 to hold office up to the date of ensuing General Meeting, whose term of office expires at the ensuing Shareholders Meeting and who has



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a "Non-Executive Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from 14th June, 2024 to 13th June, 2029 (both days inclusive), and that she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 6: TO APPOINT MR. DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act"), and the rules framed under, read with Schedule IV of the Act [including any statutory modification(s) or re-enactment thereof for the time being in force] and other applicable laws and the provisions of the Articles of Association of the Company and approval of the Board of Directors of the Company, **DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220)**, who was appointed as an Additional Non-Executive Independent Director of the Company on 14th June, 2024 pursuant to Section 161 of the Companies Act, 2013 to hold office up to the date of ensuing General Meeting, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed, as a "Non-Executive Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from 14th June, 2024 to 13th June, 2029 (both days inclusive), and that she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company."

ITEM NO. 7: TO CONSIDER AND APPROVE FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2024-2025.

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

"RESOLVED THAT pursuant to the provision of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its power) Rules 2014, the Companies



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Policy on Related party transaction, and any other applicable provision including any amendments thereto for the time being in force , the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s) /transaction(s), payment of Consultancy and Professional Services, Investments, rent, purchase & sale of goods, Loans and Advances with below related party within the meaning of Section 2(76) of the Act, on such terms and conditions as the Board of the Directors may deem fit, up to the maximum aggregate value as mentioned in the below table for the financial year 2024-2025 provided that the said contract(s)/arrangement(s) /transaction(s) so carried out shall be at the arm's Length Basis and in the ordinary course of business of the Company. The List of Related party transaction is as follows:

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction	Year
1	Neev Commercial (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
2	Jain International (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
3	Arihant Minerals (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
4	PBIL Food Trade (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
5	Moncher Outlets LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
6	United Star Ventures LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
7	HDKK Trade India LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
8	A K Jain Forgings LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction	Year
9	Hygene Wines Pvt. Ltd	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
10	Starlasting Construction Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
11	Newtreeo Global Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
12	Asian Thai Foods Purvanchal Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
13	Homfeel Vegh Automobiles Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
14	Sunnyside Trading Pvt. Ltd.	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
15	Ashkaran Bothra	Promoter/ Director of the Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
16	Ashkarn Bothra HUF	Karta Ashkaran Bothra is a promoter/ director of the Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
17	Jayshree Bothra	Spouse of Ashkarn Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances, Rent.	30 cr	2024-2025
18	Kamal Chand Bothra	Promoter/ Director of the Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
19	Rachana Bothra	Director of the Company and spouse of Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction	Year
20	Manju Devi Bothra	Mother of Ashkaran Bothra and Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
21	Punam Chand Bothra	Father of Ashkaran Bothra and Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
22	Harshita Jain	Daughter of Ashkaran Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025

RESOLVED FURTHER THAT any Directors of the Company and/ or Company Secretary of the Company be and is hereby authorized to execute the agreement for rendering services to said Related Party and to do such other things, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

ITEM NO. 8: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 186 read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification (s) or re-enactment thereof for time being in force) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors for making Investments in other bodies corporate / giving or granting Loans to any other person (s) or body corporate (s)/ providing Guarantees / Securities or in any immoveable assets on behalf of loan availed by any other person (s) or body corporate (s), from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given or granted / guarantees / securities or in any immoveable assets already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of Rs. 200/- Cr (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors and any other Officer of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, finalize the



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

agreements/ contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to take all necessary action on behalf of the company including modification, rectification, alteration on behalf of the company, such deeds, documents, agreements, undertakings, and all other necessary papers as may be required and to do all such acts, deeds, and things that may be required or considered necessary or incidental for the same to give effect to this resolution”.

ITEM NO. 9: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of The Companies Act, 2013; read with The Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Company or any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested up to an aggregate sum of Rs. 200 crore (Rupees Two Hundred Crore Only), in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the any Directors of the Company be and are hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM 10: TO CONSIDER AND APPROVE THE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 50 crore (Rupees Fifty Crore Only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

ITEM 11: APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), be and is hereby accorded for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. In respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized by the Board to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

By Order of the Board
A K Jain Sales & Marketing Limited
(Formerly Known as A K Jain Sales & Marketing
Private Limited)

A K Jain Sales & Marketing Limited

Company Secretary

Sd/-

Megha Gusain

Company Secretary & Compliance Officer

Place: Siliguri, Darjeeling
Date: 06.09.2024



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

NOTES:

1. A member entitled to attend and vote at the Annual general Meeting (hereinafter known "the Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
5. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
7. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **27th September, 2024 to 28th September, 2024 (both days inclusive)** for the purpose of Annual General Meeting (AGM).

By Order of the Board
A K Jain Sales & Marketing Limited
(Formerly Known as A K Jain Sales & Marketing Private Limited)

A K Jain Sales & Marketing Limited


Company Secretary
Megha Gusain

Company Secretary & Compliance Officer

Place: Siliguri, Darjeeling

Date: 06-09-2024



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

ANNEXURE TO NOTICE EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of The Companies Act, 2013; the following explanatory statements sets out all material facts relating to the businesses mentioned under Item No. 5, 6 and 7 of the accompanying notice:

Item No. 4

REGULARIZATION OF MR. DHANPAT SINGH JAIN (DIN: 10666393) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors in its meeting held on 14th June, 2024 has appointed MR. DHANPAT SINGH JAIN (DIN: 10666393) as an additional Non-Executive Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, **MR. DHANPAT SINGH JAIN (DIN: 10666393)** holds office up to the date of this General Meeting and not liable to retire by rotation, for a term of 5 consecutive years from 14th June, 2024 to 13th June, 2029 (both days inclusive) subject to the approval of shareholders through a special resolution.

The appointment of Mr. Dhanpat Singh Jain shall be effective upon approval by the members in the Meeting. Mr. Dhanpat Singh Jain is not disqualified from being appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Independent Director of the Company.

Pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Dhanpat Singh Jain has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Mr. Dhanpat Singh Jain has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority.

Brief profile of Mr. Dhanpat Singh Jain

Name of Director	Mr. Dhanpat Singh Jain
Fathers' Name:	Chandan Mal Jain
Date of Birth:	06/11/1967
First Appointment on Board:	14/06/2024
Nature of his expertise in specific functional areas:	Marketing and Business Management
Years of Experience:	30 Years



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Qualification:	PH.D.
Directorship in Other Companies:	Nil
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee including this company	1. Audit Committee: Chairman 2. Nomination Remuneration Committee: Member 3. Stakeholders Relationship Committee: Member
No. of shares held in own name or in the name of relatives:	Nil
Last Drawn remuneration:	NA

The resolution seeks the approval of the members for the appointment of Mr. Dhanpat Singh Jain as a Non-Executive Independent Director of the Company.

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

REGULARIZATION OF MR. ASHOK KUMAR SETHIA (DIN: 10666423) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors in its meeting held on 14th June, 2024 has appointed MR. DHANPAT SINGH JAIN (DIN: 10666393) as an additional Non-Executive Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, **MR. ASHOK KUMAR SETHIA (DIN: 10666423)** holds office up to the date of this General Meeting and not liable to retire by rotation, for a term of 5 consecutive years from 14th June, 2024 to 13th June, 2029 (both days inclusive) subject to the approval of shareholders through a special resolution.

The appointment of Mr. Ashok Kumar Sethia shall be effective upon approval by the members in the Meeting. Mr. Ashok Kumar Sethia is not disqualified from being appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Independent Director of the Company.



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Ashok Kumar Sethia has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Mr. Ashok Kumar Sethia has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority.

Brief profile of Mr. Ashok Kumar Sethia

Name of Director	Mr. Ashok Kumar Sethia
Fathers' Name:	Inder Chand Sethia
Date of Birth:	03/04/1977
First Appointment on Board:	14/06/2024
Nature of his expertise in specific functional areas:	Business & Trading Sector
Years of Experience:	24 Years
Qualification:	B. Com
Directorship in Other Companies:	Nil
Name of other public limited Companies, where he is Director	Nil
Member/Chairman of the Committee including this company	1. Audit Committee: Member 2. Nomination Remuneration Committee: Chairman 3. Stakeholders Relationship Committee: Member
No. of shares held in own name or in the name of relatives:	Nil
Last Drawn remuneration:	NA

The resolution seeks the approval of the members for the appointment of Mr. Ashok Kumar Sethia as a Non-Executive Independent Director of the Company.

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 5 of the accompanying notice.



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

none of the Directors or Key Managerial Personnel of the Company and / or their relatives to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

REGULARIZATION OF MR. DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors in its meeting held on 14th June, 2024 has appointed MR. DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220) as an additional Non-Executive Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, **MR. DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220)** holds office up to the date of this General Meeting and not liable to retire by rotation, for a term of 5 consecutive years from 14th June, 2024 to 13th June, 2029 (both days inclusive) subject to the approval of shareholders through a special resolution.

The appointment of Mr. **Divyesh Kirtikumar Chhatbar** shall be effective upon approval by the members in the Meeting. Mr. **Divyesh Kirtikumar Chhatbar** is not disqualified from being appointed as a Non-Executive Independent Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Independent Director of the Company.

Pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. **Divyesh Kirtikumar Chhatbar** has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. Mr. **Divyesh Kirtikumar Chhatbar** has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority.

Brief profile of Mr. Divyesh Kirtikumar Chhatbar

Name of Director	Divyesh Kirtikumar Chhatbar
Fathers' Name:	Kirtikumar Amritlal Chhatbar
Date of Birth:	21/02/1977
First Appointment on Board:	14/06/2024
Nature of his expertise in specific functional areas:	Taxation, Financial reporting and Audit
Years of Experience:	15 Years
Qualification:	CA
Directorship in Other Companies:	Nil
Name of other public limited Companies, where he is Director	Nil



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Member/Chairman of the Committee including this company	1. Audit Committee: Member 2. Nomination Remuneration Committee: Member 3. Stakeholders Relationship Committee: Chairman
No. of shares held in own name or in the name of relatives:	Nil
Last Drawn remuneration:	NA

The resolution seeks the approval of the members for the appointment of Mr. Ashok Kumar Sethia as a Non-Executive Independent Director of the Company.

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 6 of the accompanying notice.

none of the Directors or Key Managerial Personnel of the Company and / or their relatives to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7

TO CONSIDER AND APPROVE FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2024-2025

Section 188 (1) of the Companies Act, 2013 provides no company shall enter into any contracts or arrangements with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board of Directors.

Pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Board of Directors and prior approval of the Shareholders by way of Special Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

The proposed resolution seeks to obtain approval from the members of the Company for the enter into contract(s)/arrangement(s) /transaction(s), payment of Consultancy and Professional Services, Investments, rent, purchase & sale of goods, Loans and Advances, to following parties, up to the Rupees sum not exceeding as mentioned in the below table for the financial year 2024-2025.



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its power) Rules 2014;

Sr. No	Name of the Related Party transaction	Relationship	Nature of Transaction	Amount of Transaction	Year
1	Neev Commercial (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
2	Jain International (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
3	Arihant Minerals (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
4	PBIL Food Trade (Partnership firm)	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
5	Moncher Outlets LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
6	United Star Ventures LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
7	HDKK Trade India LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

8	A K Jain Forgings LLP	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
9	Hygiene Wines Pvt. Ltd	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
10	Starlasting Construction Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
11	Newtreo Global Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
12	Asian Thai Foods Purvanchal Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
13	Homfeel Vegh Automobiles Private Limited	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
14	Sunnyside Trading Pvt. Ltd.	Group Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
15	Ashkaran Bothra	Promoter/ Director of the Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
16	Ashkarn Bothra HUF	Karta Ashkaran Bothra is a promoter/	As per Section 188 and RPT Policy of the Company including Consultancy and	30 cr	2024-2025



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

		director of the Company	Professional Services, Investments, Loans and Advances.		
17	Jayshree Bothra	Spouse of Ashkarn Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances, Rent.	30 cr	2024-2025
18	Kamal Chand Bothra	Promoter/ Director of the Company	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
19	Rachana Bothra	Director of the Company and spouse of Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
20	Manju Devi Bothra	Mother of Ashkaran Bothra and Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
21	Punam Chand Bothra	Father of Ashkaran Bothra and Kamal Chand Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025
22	Harshita Jain	Daughter of Ashkaran Bothra	As per Section 188 and RPT Policy of the Company including Consultancy and Professional Services, Investments, Loans and Advances.	30 cr	2024-2025

Item No. 8

AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores (Rs. Two Hundred Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the person specified in the Section 102 of the Companies Act, 2013 namely the promoter, Director, Key Managerial Persons, Relative of Promoter, Directors and Managerial Persons or entities comprising the interest of promoter, Director and Key Managerial Persons, are connected or interest financially or otherwise in the above resolution set out in Item No. 8.

Item No. 9

AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

As per Section 185 of The Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- Special Resolution is passed by the Company in the general meeting
- The loans are utilized by the borrowing company for its principal business activities.

The Loan amount to the extent of ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) to be lent and will be used by the borrowing company for the purpose of its principle business activity.

None of the Directors, Key managerial personnel or their relatives thereof is interested or concerned in the proposed resolution except to the extent to their shareholding.

The Board commends the passing of the special resolution set out at item No. 9 of accompanying notice

Item No. 10 & 11

As considering its further business strategies and growth plans, the Company is assessing various avenues to fund and finance its fast pace growth and future plans and hence it is also proposed to increase the various borrowing limits pursuant to section 180 of the Companies Act, 2013.

Any increase in the limits of borrowing which exceeds the aggregate of share capital and free reserves requires approval of the members of the Company by way of special resolution pursuant to section 180(1)(c). Whereas the resolution under section 180(1)(a) is an enabling section as to lease,



A K JAIN SALES & MARKETING LIMITED

(Formerly known as: A K JAIN SALES & MARKETING PRIVATE LIMITED)

pledge, hypothecate, sell etc. in order to borrow moneys from banks and other financial institutions. Hence the above resolution is proposed as Special Resolution for the consideration of the members of the Company.

None of the directors or key managerial personnel or relatives thereof are in any way concerned or interested, financially or otherwise, in passing the above resolutions.

The above statement is to considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

By Order of the Board
A K Jain Sales & Marketing Limited
(Formerly Known as A K Jain Sales & Marketing
Private Limited)

A K Jain Sales & Marketing Limited

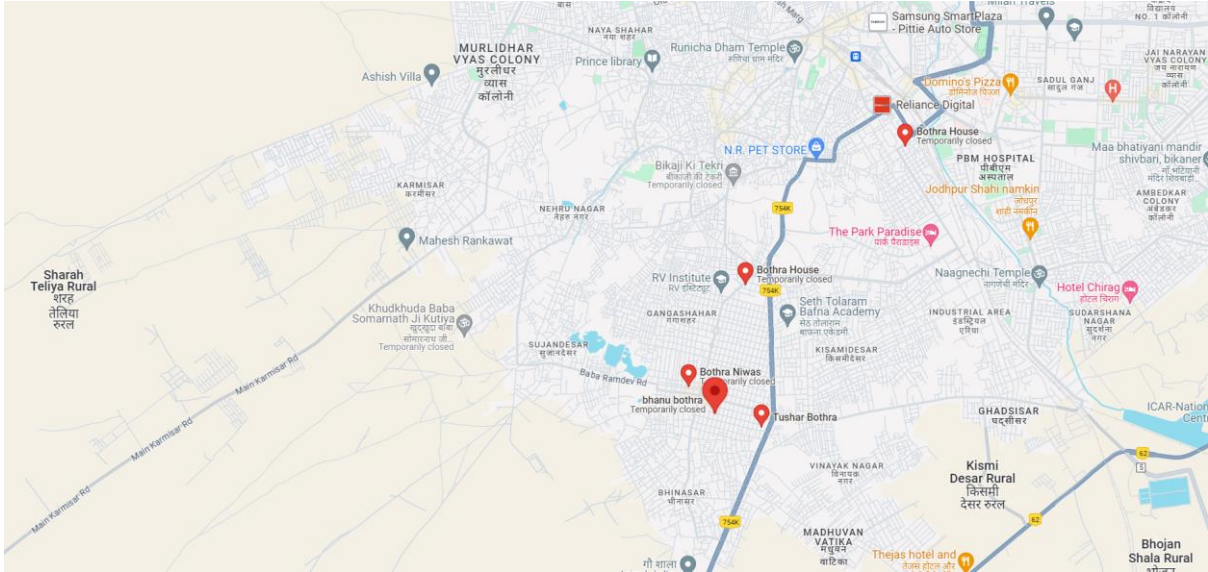
Company Secretary
Megha Gusain

Company Secretary & Compliance Officer

Place: Siliguri, Darjeeling
Date: 06-09-2024

ROUTE MAP TO THE VENUE OF EIGHTH ANNUAL GENERAL MEETING

A K JAIN SALES & MARKETING LIMITED (FORMERLY KNOWN AS A K JAIN SALES & MARKETING PRIVATE LIMITED), REGISTERED OFFICE SITUATED AT BOTHRA HOUSE, VINAYAK NAGAR GANGASHAHAR, BIKANER, RAJASTHAN, INDIA, 334401



ATTENDANCE SLIP

(To be handed over at the Registration Counter)

Folio No.	
DP ID	
Client ID	
No. of shares	

I certify that I am a member /proxy/ authorized representative of the member of the Company. I/We hereby record my/our presence of **A K JAIN SALES & MARKETING LIMITED (FORMERLY KNOWN AS A K JAIN SALES & MARKETING PRIVATE LIMITED)**, Eighth Annual General Meeting of the Company being held on Saturday, the **28th September 2024** at 10:00 a.m. at **Bothra House, Vinayak Nagar Gangashahar, Bikaner, Rajasthan, India, 334401.**

1. Name(s) of the Member: 1. Mr. /Ms. _____
and Joint Holder(s) 2. Mr. /Ms. _____
(In block letters) 3. Mr. /Ms. _____

2. Address: _____

3. Father's/Husband's Name (of the Member): Mr. _____

4. Name of Proxy : Mr. /Ms. _____

- 1.
- 2.
- 3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

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]

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

I / We, being the member(s) of _____ Equity Shares of **A K JAIN SALES & MARKETING LIMITED (FORMERLY KNOWN AS A K JAIN SALES & MARKETING PRIVATE LIMITED)**, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
3. Name: _____
Address: _____
E-mail Id: _____

Signature: _____, or failing him / her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting (AGM) of the company, to be held on Saturday, the 28th September, 2024 at 10:00 a.m. at **Bothra House, Vinayak Nagar Gangashahar, Bikaner, Rajasthan, India, 334401** at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Nature of Resolution	Resolution No. & Description	Vote	
		For	Against
Ordinary Resolution	ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2024 AND REPORTS OF BROAD OF DIRECTORS		
Ordinary	ITEM NO. 2: TO CONSIDER AND APPROVE TO		

Resolution	APPOINT A DIRECTOR IN PLACE OF MR. ASHKARAN BOTHRA (DIN: 06646553), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT		
Ordinary Resolution	ITEM NO. 3: TO APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY		
Special Resolution	ITEM NO. 4: TO APPOINT MR. DHANPAT SINGH JAIN (DIN: 10666393) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
Special Resolution	ITEM NO. 5: TO APPOINT MR. ASHOK KUMAR SETHIA (DIN: 10666423) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:		
Special Resolution	ITEM NO. 6: TO APPOINT MR. DIVYESH KIRTIKUMAR CHHATBAR (DIN: 10670220) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:		
Special Resolution	ITEM NO. 7: TO CONSIDER AND APPROVE FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2024-2025.		
Special Resolution	ITEM NO. 8: AUTHORIZATION TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:		
Special Resolution	ITEM NO. 9: AUTHORIZATION TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:		
Special Resolution	ITEM 10: TO CONSIDER AND APPROVE THE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013.		
Special Resolution	ITEM 11: APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:		

Signed this day of 2024

Affix Revenue Stamp of not less than Re.1

Signature of Shareholder.....

Signature of Proxy Holder(s).....

Notes:

- (1) The form of proxy in order to be effective should be duly completed and deposited at the Corporate 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.