

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 37th ANNUAL GENERAL MEETING OF JAIN IRRIGATION SYSTEMS LIMITED HELD AT REGISTERED OFFICE AT JAIN PLASTIC PARK, N. H. NO. 6, BAMBHORI, JALGAON-425001 ON FRIDAY, 16th AUGUST, 2024 AT 10.00 AM PHYSICALLY AND/OR THROUGH VIDEO CONFERENCING/AUDIO VISUAL MEANS

1. Present :**A) Directors & KMP's (Physically)**

Sr.No.	Name of Directors	Designation
1.	Shri Ashok B Jain	Whole Time Director (KMP)
2.	Shri Anil B. Jain	Vice Chairman & Managing Director (KMP)
3.	Shri Ajit B Jain	Joint Managing Director (KMP)
4.	Shri Atul B Jain	Joint Managing Director (KMP)
5.	Shri Ghanshyam Dass	Independent Director (Chairman, Audit Committee)
6.	Shri H P Singh	Independent Director
7.	Ms. Nancy Barry	Independent Director
8.	Shri Shishir Dalal	Independent Director
9.	Shri Ashok Dalwai	Independent Director
10.	Shri A. V. Ghodgaonkar	Company Secretary (KMP)
11.	Shri Bipeen Valame	Chief Financial Officer (KMP)

B) Directors (Virtually)

1.	Mr. Bastiaan Mohrmann	Independent Director (Chairman, Risk Management Committee)
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C) Attendees present in meeting:**Attendance:**

Particulars	Equity Shares	DVR Shares	Total No. of Shareholders	Total No. of share held	Total Voting Percentage (%)
	No. of Shareholders	No. of Shareholders			
Shareholders in person	91	65	156	81,90,540	1.22
Representative	7	3	10	10,99,03,379	16.42
Proxy-holders	3	3	6	5,28,433	0.08
Shareholders through Audio/Video Conferencing	41	22	63	6,53,81,810	9.77

2. Quorum:

The quorum (of more than 30 members) being complete, the Chairman called the meeting to order at 10.15 AM.

Physically & Virtually, Shareholders holding 27.49 % VR's attended the meeting.


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The Chairman introduced the Members of the Board of Directors, Chairmen of Committee(s) and other invitees present in the meeting physically and virtually or otherwise.

3. Condolence:

The meeting commenced with one minute's silence observed in memory of departed souls of all the persons who died in the natural calamities, terrorist attacks and other accidents for the period from last Annual General Meeting to this Annual General Meeting.

4. AGM Notice & Explanatory Statement:

The Company Secretary, informed the shareholders that the 37th Annual General Meeting was being held physically and through Video Conferencing/Other Audio Visual Means (OAVM), in compliance with the circulars issued by Ministry of Corporate Affairs, the Government of India and the Securities and Exchange Board of India and that the Company had taken all feasible steps to ensure that the shareholders are provided an opportunity to participate in the 37th Annual General Meeting and vote and that an adequate videoconferencing facility and live webcast of the proceedings of this meeting had also been provided.

Proxy register was placed before the 37th AGM and was initialed by the Chairman, he declared that "15 proxies (valid) covering 62,08,825 Ordinary Equity Shares and 10,29,386 DVR Equity Shares were recorded by the Company."

He further informed that the Notice convening the 37th Annual General Meeting was circulated well in advance, as per legal requirement, and the same together with the Explanatory Statement were taken as read with permission of the meeting and the Chairman. The proposal was agreed to by all present at the meeting.

A) Ordinary Business

1. Adoption of Financial Statements for FY 2023-24:

The Chairman placed before the meeting Item No. 1 of the Notice regarding adoption of Financial Statements for FY 2023-24 of the Company for consideration of meeting:

The Chairman invited queries/speakers from the Shareholders present on 37th Annual Report 2023-24 and any aspects on company in the year 2023-24. Since there were no registered speaker shareholders and no queries were received in advance as requested in the AGM Notice and Notes from the Shareholders with respect to the 37th Annual Report, Operations of the Company, etc., the Chairman placed the Financial Statements for FY 23-24 before meeting for adoption.

Shri Navindra Surana, Partner, Singhi & Co. the Statutory Auditors of Company was not present due to some reasons, hence, Shri Ghodgaonkar, Company Secretary read out Statutory Audit Report (main part) & requested Chairman & meeting to consider the balance part taken as read which was agreed by all present.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.



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"RESOLVED THAT the Standalone Balance Sheet as at 31st March, 2024, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2024, Consolidated Profit & Loss account and Consolidated Cash Flow Statement for the year ended on even date together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon placed before the meeting and initialed by the Chairman for identification purpose, be and are hereby adopted as the Financial Statements for the year 2023-24".

The Chairman then said that e-voting results shall be declared in due course for the above resolution simultaneously for all resolutions through Stock Exchanges and Company's website within time prescribed therefor.

a) Resolution was passed as an Ordinary Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	974	19,20,07,462.8	-	-	974	19,20,07,462.8	99.6070
Votes cast against the resolution	24	7,57,519.7	-	-	24	7,57,519.7	0.3930
Total	998	19,27,64,982.5	-	-	998	19,27,64,982.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as an '**Ordinary Resolution**' by the Chairman.

2. Reappointment of Shri. Anil B. Jain, (DIN-00053035), Director retiring by rotation:

The Chairman placed before the meeting Item No. 2 of Notice regarding reappointment of Shri. Anil. B. Jain, (DIN-00053035), as Director for consideration of meeting.


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Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

"RESOLVED pursuant to provisions of Section 152 (6) of the Companies Act, 2013, **THAT** Shri. Anil B. Jain, (DIN-00053035), Director, who retires by rotation, being eligible, be and is hereby reappointed as Director of the Company".

The Chairman then said that e-voting results shall be declared in due course for the above resolution simultaneously for all resolutions through Stock Exchanges and Company's website within time prescribed therefor.

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal, Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.

a) Resolution was passed as an Ordinary Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	945	18,34,66,875.8	-	-	945	18,34,66,875.8	95.1521
Votes cast against the resolution	59	93,47,433	-	-	59	93,47,433	4.8479
Total	1004	19,28,14,308.5	-	-	1004	19,28,14,308.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as an '**Ordinary Resolution**' by the Chairman.

Shri Anil. B .Jain resumed the chair for the meeting.

3. Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2024



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The Chairman placed before the meeting Item No. 3 of Notice regarding Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2024 for consideration of meeting.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

"RESOLVED pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, **THAT** the members do hereby ratify the action of the Board of Directors of the Company in approving, (on recommendation of the Audit Committee), the remuneration of Rs. 700,000 of M/s D. C. Dave & Co, Cost Auditor(s) (FRN: 000611) to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31st March, 2024."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.

The Chairman then said that e-voting results shall be declared in due course for the above resolution simultaneously for all resolutions through Stock Exchanges and Company's website within time prescribed therefor.

a) Resolution was passed as an Ordinary Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percent age of total votes cast (%)
Votes cast in favour of the resolution	968	1,92,79,1540.8	-	-	968	1,92,79,1540.8	99.9879
Votes cast against the resolution	30	2,32,55.7	-	-	30	2,32,55.7	0.0121
Total	998	19,28,14,796.5	-	-	998	19,28,14,796.5	100

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The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as an '**Ordinary Resolution**' by the Chairman.

B) Special Business:

4. Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director

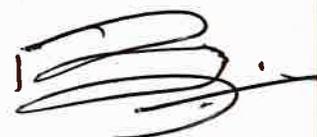
The Chairman placed before the meeting Item No. 4 of Notice regarding Re-appointment of Remuneration to Mr. Johannes Bastiaan Boudewijn Mohrmann as an Independent Director.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.

"RESOLVED, pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511), who was appointed as an Independent Director at the 32nd Annual General Meeting of the Company and who holds office up to conclusion of 37th Annual General meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16 (1) (b) of Listing Regulations and, who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company to hold office for a second term commencing with effect from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."



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The Chairman then said that e-voting results shall be declared in due course for the above resolution simultaneously for all resolutions through Stock Exchanges and Company's website within time prescribed therefor.

a) Resolution was passed as a Special Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	945	19,15,75,976.2	-	-	945	19,15,75,976.2	99.3593
Votes cast against the resolution	51	12,35,349	-	-	51	12,35,349	0.6407
Total	996	19,28,11,325.5	-	-	996	19,28,11,325.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as a '**Special Resolution**' by the Chairman.

5. Re-appointment of Ms. Nancy Marie Barry (DIN: 08848632), Independent Director, who has attained the age of 75 years

The Chairman placed before the meeting Item No. 5 of Notice regarding Re-appointment of Ms. Nancy Marie Barry as an Independent Director.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.



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"RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to reappoint Ms. Nancy Marie Barry (DIN: 08848632) (who has attained the age of 75 years), as an Independent Director of the Company for a period of 5 years with effect from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in year 2029, not liable to retire by rotation. Ms. Nancy Marie Barry (DIN: 08848632) has submitted a declaration that she meets the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

a) Resolution was passed as a Special Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	942	19,12,71,259	-	-	942	19,12,71,259	99.2008
Votes cast against the resolution	55	15,40,980	-	-	55	15,40,980	0.7992
Total	997	19,28,12,238.5	-	-	997	19,28,12,238.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as a '**Special Resolution**' by the Chairman.



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6. Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)

The Chairman placed before the meeting Item No. 6 of Notice regarding appointment of Mr. Shishir Dalal as an Independent Director.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

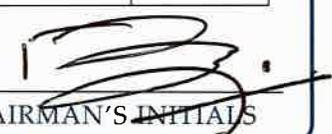
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, pursuant to provision of Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shishir Dalal (DIN: 00007008), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from May 18, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

a) Resolution was passed as a Special Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	933	17,90,65,227.2	-	-	933	17,90,65,227.2	92.8693

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Votes cast against the resolution	69	1,37,49,081	-	-	69	1,37,49,081	7.1307
Total	1002	19,28,14,308.5	-	-	1002	19,28,14,308.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as a '**Special Resolution**' by the Chairman.

7. Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years (First Term)

The Chairman placed before the meeting Item No. 7 of Notice regarding appointment of Mr. Ashok Dalwai as an Independent Director.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, pursuant to provision of Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashok Dalwai (DIN: 01945533), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 23rd July 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029."


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RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

a) Resolution was passed as a Special Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

	No. of Members who cast their votes through remote e-voting	No. of votes cast through remote e-voting	No. of Members who cast their votes through e-voting at the AGM	No. of votes cast through e-voting at the AGM	Total valid confirmations of remote e-voting and e-voting at the AGM	Total votes cast	Percentage of total votes cast (%)
Votes cast in favour of the resolution	963	19,21,03,122.2	-	-	963	19,21,03,122.2	99.6313
Votes cast against the resolution	34	7,10,853.3	-	-	34	7,10,853.3	0.3687
Total	997	19,28,13,975.5			997	19,28,13,975.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

b) Later based on Report of Scrutinizer the resolution was declared passed as a '**Special Resolution**' by the Chairman.

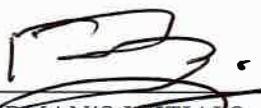
8. Alteration to Articles of Association of the Company

The Chairman placed before the meeting Item No. 8 of Notice regarding Alteration to Articles of Association of the Company.

Remote E-voting had already taken place on the item through NSDL platform. The Chairman announced that Poll facility was available at the venue of the meeting for those shareholders who were unable to vote due to bandwidth and connectivity issues and he had already appointed Ms. Amrita Nautiyal, Practicing Company Secretary, as Scrutinizer for the conduct of poll at meeting venue.

A Poll was ordered by Chairman at the meeting and said Ms. Amrita Nautiyal Scrutinizer was present at meeting venue. He further said Poll shall continue till meeting ends.

"RESOLVED pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any


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statutory modifications or re-enactment thereof, for the time being in force), **THAT** the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company as under:

Clause Reference	Existing Provision	Proposed Provision	Remarks
2-(Definition)	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and applicable and subsisting provisions of the Companies Act, 1956.	Change in definition to include both Acts 1956 & 2013.
2-(Definition)	"Board" shall mean the Board of Directors of the Company constituted in accordance with the provisions of the Act and These Articles.	"Board" shall mean the collective Board of Directors of the Company, as duly called and constituted from time to time, in accordance with the provisions of the Act, these Articles and Applicable laws.	Change in definition to include reference to AOA & applicable laws.
2-(Definition)	None	"Chairman" shall mean such persons as is nominated or appointed in accordance with Article 85 herein below.	New reference to Article 85 added.
2-(Definition)	None	"Companies Act, 1956" shall mean the Companies Act 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.	New definition added to include both Acts 1956 & 2013.
2-(Definition)	None	"Committees" shall have the meaning ascribed to such term in Article 145.	New reference to Article 145 added.
85-(Chairman of General Meeting)	Members present shall elect another Director as Chairman, and if no	Members present shall elect another Director as Chairman,	Phrase "on a show of hands" is


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	Director be present, the Members shall elect one of the Members to be the Chairman for the meeting.	and if no Director be present, the Members shall elect one of the Members to be the Chairman for the meeting <u>on a show of hands.</u>	added at the end of Article.
111-(Number of Directors)	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Sixteen (16) or such additional number as may be decided by Board, subject nonetheless to the provisions of the Act. The Board of the Company shall include at least one woman director on its Board. Further the Board shall ensure that at least 50% of its total strength shall consist of Non-Executive Directors.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Fifteen (15) or such additional number as may be decided by Board, subject to passing of special resolution as per the provisions of the Act. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of SEBI Listing Regulations. The Board of the Company shall have a combination of executive, non-executive and Independent Directors with at least one woman director on its Board, as may be prescribed by Applicable Laws from time to time.	Reference added for Rules applicable.
116-(Directors power to fill	Subject to the provisions of Section	Subject to the provisions of Section	Phrase added to clarify effect of

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<p>causal vacancies)</p>	<p>161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p>	<p>161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, <u>which shall be subsequently approved by the members in the immediate next general meeting</u>, provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p>	<p>Board appointment.</p>
<p>117- (Independent Directors)</p>	<p>None</p>	<p>dd) The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.</p>	<p>New clause "(dd)" added to reflect present law and regulation.</p>
<p>145B(b)- (Stakeholder Relationship Committee)</p>	<p>None</p>	<p>(vii) Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report,</p>	<p>Addition of (vii), (viii), (ix) and (x) clauses to reflect present law and regulation.</p>

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		<p>declared dividends, issue of new/duplicate certificates, general meetings etc.</p> <p>(viii) Review of measures taken for effective exercise of voting rights by shareholders.</p> <p>(ix) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.</p> <p>(x) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.</p>	
145C(a)(ii)- (Nomination and Remuneration Committee)	(ii) at least half of them shall be Independent Directors	(ii) at least two-third of them shall be Independent Directors	Amended to reflect new law and regulation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

a) Resolution was passed as a Special Resolution, as per voting results of e-voting & poll by the Scrutinizer's Report dated 16.08.2024 as follows:

No. of Members who	No. of votes cast through remote e-voting	No. of Members	No. of votes cast through	Total valid confir	Total votes cast	Percent age of total
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 CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

	cast their votes through remote e-voting		who cast their votes through e-voting at the AGM	e-voting at the AGM	matio ns of remot e e-voting and e-voting at the AGM		votes cast (%)
Votes cast in favour of the resolution	961	19,27,82,631.7	-	-	961	19,27,82,631.7	99.9834
Votes cast against the resolution	37	32,076.8	-	-	37	32,076.8	0.0166
Total	998	19,28,14,708.5	-	-	998	19,28,14,708.5	100

The results were declared on **Saturday, 17th August, 2024** and disseminated through Company's website and NSE/BSE uploading simultaneously.

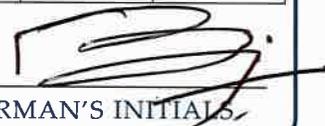
b) Later based on Report of Scrutinizer the resolution was declared passed as a '**Special Resolution**' by the Chairman.

5. Address to Shareholders

Shri Anil B. Jain, Vice Chairman & Managing Director and Shri Atul B. Jain, Joint Managing Director addressed the shareholders about business and progress of the Company during FY 2024 and year to date and about future.

6. Overall summary of voting for AGM Resolutions as per Scrutinizer's report:

Res oluti on No.	Particulars	% Vote in favour	% Vote against
1	To receive, consider, adopt and approve the Financial Statements for the year ended 31 st March, 2024 (including the Standalone Balance Sheet as at 31 st March, 2024 and the Standalone Profit and Loss Account, Standalone Cash Flow Statement for the year), as well as the (Consolidated Balance Sheet as at 31 st March, 2024 and the Consolidated Profit and Loss Account, Consolidated Cash Flow Statements for the year ended on even date), together with Accounting Policies, Notes , Schedules and reports of the Director's and Auditor's thereon.	99.6070	0.3930
2	To appoint a Director in place of Shri Anil B. Jain (DIN 00053035), who retires by rotation in terms of Section 152 (6) of the Companies Act 2013, and being eligible offers himself for reappointment as Director, subject to retirement by rotation.	95.1521	4.8479
3	Ratification of remuneration of Cost Auditors for Financial Year ending 31 st March 2024.	99.9879	0.0121



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HELD AT _____ ON _____ TIME _____

4	Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director.	99.3593	0.6407
5	Re-appointment of Ms. Nancy Marie Barry (DIN: 08848632), Independent Director, who has attained the age of 75 years.	99.2008	0.7992
6	Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)	92.8693	7.1307
7	Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years (First Term)	99.6313	0.3687
8	Alteration to Articles of Association of the Company.	99.9834	0.0166

7. Quorum:

The Chairman confirmed that the requisite quorum was present throughout the meeting.

8. Vote of Thanks:

The Meeting concluded with vote of thanks to Chairman proposed by Shri Atul B Jain, Joint Managing Director and adopted by the meeting wholeheartedly at 12.05 PM.

9. National Anthem:

Meeting concluded with the National Anthem by all those present.

Place of Signature: Jalgaon

Date of Signature: 26th August, 2024


Chairman

CHAIRMAN'S INITIALS