

# JIK INDUSTRIES LIMITED

## NOTICE

**NOTICE** is hereby given that 02<sup>nd</sup> Extra – Ordinary General Meeting of the financial year 2024-25 of the members of **JIK INDUSTRIES LIMITED** will be held on **Tuesday, March 25, 2025, at 04.30 p.m.** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) deemed to be held at the registered office of the Company to transact the following business:

### **SPECIAL BUSINESS:**

**Item No. 1:**

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

**To consider and approve to transfer/assign/convey the right/entitlement over insurance claim monies receivable to the Company:**

**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder and such other applicable law for the time being in force (including any statutory modification, or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time or any person authorised to exercise its powers conferred by this resolution) to transfer, assign, convey, as the case may be, the right over monies of insurance receivable from New India Assurance Co. Ltd, as detailed in the explanatory statement, to such persons, except to a related party of the Company.

**RESOLVED FURTHER** that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and deed(s) of assignment and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities, if required, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Regd.Office: Pada No.3, Balkum, Thane (West)- 400608. CIN:  
L65990MH1990PLC056475.**

**Tel: +91-9421147822/ E-mail: [admin@jik.co.in](mailto:admin@jik.co.in)/ Website: [www.jik.co.in](http://www.jik.co.in)**

**RESOLVED FURTHER THAT** any of the Director of the Company and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit all such necessary e-forms with the Registrar of Companies and to do all such acts deeds and things, sign the certified true copy of the resolution to be given as and when, if required.”

**Item No. 2:**

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

**To consider and approve transfer of interest in shares of Jagati Publications Limited currently held in the name of Shah Pratap Industries Private Limited to I A and I C Private Limited, being a related party transaction**

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with other applicable provisions of the Companies, Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the approval and recommendation of the Audit Committee and Board of Directors of the JIK Industries Limited (“Company”), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered to be constituted by the Board from time to time or any person authorised by the Board in this regard, to exercise its powers conferred by this resolution) to transfer/convey by way of sale, the entirety of interest held by the Company in the equity shares of Jagati Publications Limited (CIN: U22212TG2006PLC051651) held in the name of Shah Pratap Industries Private Limited, (CIN: U29290MH1963PTC012561) a related party of JIK Industries Ltd., the details of which are given in the explanatory statement, to I A and I C Private Limited (CIN: U24139MH1962PTC012366) a related party of JIK Industries Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s), deed(s) of assignment, and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities, if required in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit all such necessary e-forms with the Registrar of Companies and to do all such acts deeds and things, sign the certified true copy of the resolution to be given as and when, if required.”

**Item No. 3:**

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

**To consider and approve transfer of interest in shares of Jagati Publications Ltd. currently held in the name of I A and I C Private Limited to Shah Pratap Industries Private Limited, being a related party transaction**

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the other applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the approval and recommendation of the Audit Committee and Board of Directors of the JIK Industries Limited (“Company”), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered to be constituted by the Board from time to time or any person authorised by the Board in this regard, to exercise its powers conferred by this resolution) to transfer/convey by way of sale, the entirety of interest held by the Company in the equity shares of Jagati Publications Limited (CIN: U22212TG2006PLC051651) held in the name of I A and I C Private Limited (CIN: U24139MH1962PTC012366) a related party of JIK Industries Limited the details of which are given in the explanatory statement, to Shah Pratap Industries Private Limited (CIN: U29290MH1963PTC012561), a related party of JIK Industries Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s), deed(s) of assignment, and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities, if required in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit all such necessary e-forms with the Registrar of Companies and to do all such acts deeds and things, sign the certified true copy of the resolution to be given as and when, if required.”

**Item No. 4:**

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

**Approval for reclassification of persons forming part of the Promoter Group from 'Promoter Group Category' to 'Public Category'**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and other applicable rules made thereunder and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-classify the following persons related to the promoter forming part of Promoter Group (hereinafter individually and jointly referred to as the ("Outgoing Promoter Group") from 'Promoter Group Category' to ' Public Category'.

| <b>Sr. No</b> | <b>Names of (Individual)/entity(ies)</b> | <b>No. of shares held</b> | <b>% of the total paid up capital</b> |
|---------------|--|---------------------------|---------------------------------------|
| 1             | Mrs. Jagruti Rajendra Parikh             | 1,49,33,785               | 20.56                                 |
| 2             | Mr. Aditya Rajendra Parikh               | 1,012                     | 0.01                                  |
| 3             | Korpus Financial Services Private Ltd    | 15,00,000                 | 2.06                                  |
| 4             | Jagruti Securities Ltd                   | 1,03,00,000               | 14.18                                 |
|               | <b>Total</b>                             | <b>2,67,34,797</b>        | <b>36.81</b>                          |

**RESOLVED FURTHER THAT** any Director or Company Secretary of Company be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf."

**Item No. 5:**

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

**To consider and approve appointment of Mrs. Kanchan Chandrakant Shinde (DIN: 10963723) as Non-Executive Independent Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee, Board of Directors thereof which had approved the appointment of Mrs. Kanchan Chandrakant Shinde \_ (DIN: 10963723), as an Additional Independent Director of the Company for a term of five years with effect from February 21, 2025 and who

has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from February 21, 2025 until February 20, 2030 not subject to retirement by rotation and who shall receive such sitting fees as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with the Statutory/ Regulatory Authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as she may in her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s) to give effect to this Resolution.”

**Item No. 6:**

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

**To Consider and Adopt the Altered Articles of Association of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the consent of the members be and hereby accorded to adopt the revised Articles of Association of the Company in substitution for and to the complete exclusion of the extant Articles of Association of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to file all the forms with the Registrar of Companies (ROC) and do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s), agreement(s), letter(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a copy of this resolution be and hereby submitted to the concerned persons or any authorities certified by any Director of the Company.”

**Item No. 7:**

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

**To Consider and Adopt the Altered Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to provisions of Section 13(1) of the Companies Act, 2013 (the Act) and the rules made thereunder and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions and the consent of the members be and hereby accorded to adopt the altered Memorandum of Association of the Company in substitution for and to the complete exclusion of the extant Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** any Director or company secretary of the Company be and are hereby severally authorized to file all the forms with the Registrar of Companies (ROC) and do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s), agreement(s), letter(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a copy of this resolution be and hereby submitted to the concerned persons or any authorities certified by any Directors of the Company.”

**For and on Behalf of Board**

**Sd/-**

**Mrs. Mohini Sawant**  
**Company Secretary & Compliance Officer.**  
**Membership No. A49186**  
**Date: February 21, 2025**  
**Place: Thane**

## NOTES:

1. The Explanatory Statement in respect of the Special Business in the Notice, pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has, vide General Circular No. 14/2020 dated 8th April 2020, General Circular No. No.17/2020 dated 13<sup>th</sup> April 2020, General Circular No. No.03/2022 dated 05<sup>th</sup> May 2022, , General Circular No. No.11/2022 dated 28<sup>th</sup> December 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and any other circulars as may be applicable (collectively referred as “MCA Circulars”), permitted the companies to conduct Their Extra - Ordinary General Meeting (EGM) through video conferencing (“VC”) or other audio visual means (“OAVM”), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of the Act, the EGM will be convened and conducted through VC/OAVM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
5. Institutional investors, who are members of the Company, are encouraged to attend the EGM of the Company through VC/ OAVM mode and vote electronically. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the EGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cosec@jick.co.in with a copy marked to evoting@nsdl.com
6. Shareholders holding shares in the same set of names, under different ledger folios, are requested to apply for consolidation of such folios along with shares Certificates to the Company.
7. Shareholders are requested to notify changes in address, if any, immediately to the Company.
8. **The Shareholders are requested to note that Bombay Stock Exchange Ltd. (BSE) has passed an order for compulsory delisting of equity shares of the Company and accordingly the equity shares of the Company were delisted from the Bombay Stock Exchange with effect from October 16, 2024. Following this, the National Stock Exchange of India Ltd. (NSE) has issued an order for the compulsory delisting of Company’s equity shares, effective**

**from October 17, 2024, pursuant to Regulation 21(2)(b) of Securities Contract (Regulations) Rules, 1957.**

**The members may also note that the Company has paid all the listing fees of both the Exchanges as on F.Y. 2024-25 and also paid all the fines, etc. as imposed by the Exchanges.**

**The Company has filed an appeal against these delisting orders with the Securities Appellant Tribunal (SAT) in accordance with the relevant regulations.**

9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.
10. Members desiring any information as regards to the resolution to write to the Company by electronic mode on [cosec@jik.co.in](mailto:cosec@jik.co.in) at least seven days in advance of the date of Extra Ordinary General Meeting so as to enable the Management to keep the information ready.
11. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cosec@jik.co.in](mailto:cosec@jik.co.in) between Monday, 17<sup>th</sup> March, 2025 (09.00 a.m. IST) to Saturday, 22<sup>nd</sup> March, 2025 (5.00 p.m. IST). Only those Members who have preregistered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
12. The Register of Members and Share transfer Books of the company will remain closed from **March 18, 2025 to March 25, 2025** (Both days inclusive).
13. Since the EGM will be held through VC/OAVM, the route map is not annexed to this notice.
14. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restrictions on account of first come first served basis.
15. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and General Circular No. 14/2020 dated 8th April 2020, General Circular No. No.17/2020 dated 13<sup>th</sup> April 2020, General Circular No. No.03/2022



dated 05<sup>th</sup> May 2022, , General Circular No. No.11/2022 dated 28<sup>th</sup> December 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the EGM will be provided by NSDL.

17. The members whose name appears in the Registers of Members / list of Beneficial Owners as on March 18, 2025, being the cut-off date, are entitled to vote on Resolutions set forth in the Notice. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9:00 a.m. on March 22, 2025, and will end at 5:00 p.m. on March 24, 2025.
18. In line with the continuing and General Circular No. 14/2020 dated 8th April 2020, General Circular No. No.17/2020 dated 13th April 2020, General Circular No. No.03/2022 dated 05th May 2022, General Circular No. No.11/2022 dated 28th December 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 allows Companies to conduct their Extra Ordinary General Meeting (EGM) other audio video visual means on or before 30th September, 2025, electronic copies of the Notice for Extra Ordinary General Meeting to those Members whose e-mail addresses are registered with the Company/Depositories and the Notice has been uploaded on the website of the Company at <https://www.jik.co.in>.
19. To promote green initiatives, members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with MUFG Intime India Pvt. Ltd. in case the shares are held in physical form.
20. Members are requested to inform any changes, if any, pertaining to their name, address, email address, telephone/ Mobile Number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, such as name of bank, branch account number, MICR Code, IFSC, etc. immediately:
  - Company's RTA Agents in case of shares held in physical form or
  - Depository Participants in case shares held in electronic form.
21. The Special Resolutions shall be declared passed, if the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.
22. Pursuant to the directions/ notifications of Depositories, the Demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening the account or subsequently. In case if they have not furnished the Income Tax PAN to the Depository Participants, such Demat account holders are requested to contact their DPs with a photocopy of PAN card (with original PAN card for verification), so that the frozen Demat account will be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated.

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM.

The altered Memorandum of Association and Articles and Association of the Company shall be available for inspection at the website of the Company at [www.jik.co.in](http://www.jik.co.in) and also at the Registered office of the Company as per the related provisions of the Companies Act, 2013.

**24. Instructions for e-voting and joining the EGM are as follows:**

- i. The remote e-voting period commences on 22nd March, 2025 from 09:00 a.m. and will end at 5:00 p.m. on 24th March, 2025, during this period, members holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th March, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those members who will be present in the EGM through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date i.e., 18th March, 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ii. CS Mehul Raval (COP: 24170), Practicing Company Secretaries (email: [cmehulraval@gmail.com](mailto:cmehulraval@gmail.com)) have been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.
- iii. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast at the EGM, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or to any other person authorized by him in writing who shall countersign the same.

The Chairman of the Company or any other person authorized by him will declare the results along with Scrutinizer's Report and the same shall be placed on the Company's Website at <https://www.jik.co.in> and on the website of NSDL within 48 hours of conclusion of the General Meeting.

- iv. Any Person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. March 18, 2025 may obtain their Login Id and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User Id and Password for casting the vote.

- v. The process and manner for “remote e-voting” are as under:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and EMAIL ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| <b>Type of shareholders</b>   | <b>Login Method</b>  |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter</li> </ol> |

your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration

|  |  |
|--|--|
|  | <p>option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</p>  |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| <b>Login type</b>  | <b>Helpdesk details</b>   |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meetings on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csmehulraval@gmail.com](mailto:csmehulraval@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to [cosec@jick.co.in](mailto:cosec@jick.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cosec@jick.co.in](mailto:cosec@jick.co.in). If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.



5.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cosec@jick.co.in](mailto:cosec@jick.co.in). The same will be replied by the company suitably.
6. Members are encouraged to submit their questions in advance at the Extra – Ordinary General Meeting, from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's e-mail address at [cosec@jick.co.in](mailto:cosec@jick.co.in) before 05.00 pm on or before March 24, 2025. Such questions by the members shall be suitably replied to by the Company.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, E-mail Id, Mobile number at [cosec@jick.co.in](mailto:cosec@jick.co.in) from Monday, March 17, 2025 to Monday, March 24, 2025. The first six speakers on first come first basis will only be allowed to express their views/ ask questions during the meeting.

**By Order of the Board**

**Sd/-**

**Mrs. Mohini Sawant**  
**Company Secretary & Compliance Officer**  
**Membership No. A49186**

**Place: Thane**

**Date: February 21, 2025**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS.**

**Item no.1:**

The members are requested to note that the Company had filed a suit in Hon'ble Bombay High Court against The New India Assurance Co Ltd. towards the insurance claim filed by the Company due to major fire at Chemical Recycling Plant at Vijaygad, Tal. Wada. Hon'ble Bombay High Court vide its order dated 3rd February, 2014 granted Decree in favour of the Company. The Insurance Company has deposited the entire decreed amount of Rs. 7,37,95,324/- (Seven Crores Thirty Seven Lakhs Ninety Five Thousand Three Hundred and Twenty Four) in court and preferred an appeal against the said order. (Court case No. 2209 of 2009)

Now, since there is delay for more than 10 years after the Hon'ble Bombay High Court has passed the order and the matter is still pending with Hon'ble Bombay High Court and The New India Assurance Co. Ltd. may challenge in Hon'ble Supreme Court in the event the appeal is not decided in their favour. Since, the Company requires funds and this matter would take considerable time hence the company decided to transfer its right over the monies of Insurance.

The Method of Valuation and terms of payment would be mutually decided by the Board of Directors and the assignee at the time of transferring the right/entitlement over the said Insurance claim.

Accordingly, the Shareholders are requested to approve and authorise the Board of Directors of the Company, to transfer the right/entitlement over any future insurance monies that may be receivable, to such person or entity (who/which shall not be a related party of the Company as defined under The Companies Act, 2013 as may be decided and finalized by the management and approved by the Board of Directors of the Company. The Board of Directors recommends the passing of the resolution as a Special resolution.

Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

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

**Item no. 2 & 3:**

The members are requested to note that the investment of the Company in Jagati Publications Limited is currently in the name of the I A and I C Private Limited (26,68,372 equity shares) and Shah Pratap Industries Private Limited (2,48,285 equity shares), former Subsidiaries (hereinafter referred to as "former subsidiaries") of JIK Industries Limited ("the Company"). The parties had agreed to complete all necessary formalities in respect of transferring the securities in the name of the Company on release of the shares lying with the Government authorities.

At Present, the said shares have been released by the Government authorities and the Board of Directors have decided to sell these shares to the former subsidiaries and the

amount to be received against this transaction shall be set off against the outstanding amount payable to I A and I C Private Limited and Shah Pratap Industries Private Limited.

It is to be noted that the Company has borrowed money from I A and I C Private Limited and Shah Pratap Industries Private Limited.

Considering the financial position of the Company, holding unlisted shares would not bring an immediate benefit to the Company due to interalia liquidity issues. Hence, the Board of Directors resolved to transfer/convey the entirety of its interest in the equity shares of Jagati Publications Ltd. subject to the approval of Shareholders of the Company.

The Company shall be transferring the interest held in 26,68,372 equity shares which are currently in the name of I A and I C Private Limited to Shah Pratap Industries Private Limited and the interest held in 2,48,285 equity shares which are currently in the name of Shah Pratap Industries Private Limited to I A and I C Private Limited. Further, the same shall be a related party transaction.

The details as required under the Companies Act, 2013 and other relevant details are as below:

**For Item No. 2 & 3**

| Sr. No. | Particulars   | Details   | Details  |
|---------|---|---|--|
| i.      | Name of the related party and its relationship with the company or its subsidiary, including nature of its concern or interest (financial or otherwise) | I A and I C Private Limited, the Private Company in which Rajendra Parikh is a Director and Mrs. Jagruti Parikh (wife of Rajendra Parikh) is a member and Director. | Shah Pratap Industries Private Limited, the Private Company in which Rajendra Parikh is a Director and Mrs. Jagruti Parikh (wife of Rajendra Parikh) is a member and Director. |
| ii.     | Name of Director(s) or Key Managerial Personnel of the Company who is related if any  | Mr. Rajendra Parikh<br>Promoter, Executive Chairman & CEO   | Mr. Rajendra Parikh<br>Promoter, Executive Chairman & CEO  |
| iii.    | Type, material terms / particulars and value of the transaction   | <b>Type:</b> Sale of investment<br>Material Terms and conditions/ Particulars of the Transaction:   | <b>Type:</b> Sale of investment<br>Material Terms and conditions/ Particulars of the Transaction:  |

| Sr. No. | Particulars   | Details   | Details   |
|---------|---|---|---|
|         |   | <p>The transaction is for the sale of interest in 2,48,285 equity shares held by the Company in Jagati Publications Ltd. in the name of Shah Pratap Industries Ltd. to I A and I C Private Ltd. The Shares shall be sold at Value of Rs. 23.33/-. The consideration to be received against this transaction aggregating to Rs. 57,92,489/- shall be set off against the outstanding amount payable to I A and I C Private Ltd.</p> <p>Other terms and conditions shall be decided and finalised by the Board of Directors of the Company.</p> | <p>The transaction is for the sale of interest in 26,68,372 equity shares held by the Company in Jagati Publications Ltd. in the name of I A and I C Private Ltd. to Shah Pratap Industries Ltd. The Shares shall be sold at Value of Rs. 23.33/-. The consideration to be received against this transaction aggregating to Rs. 6,22,53,119/- shall be set off against the outstanding amount payable to Shah Pratap Industries Ltd.</p> <p>Other terms and conditions shall be decided and finalised by the Board of Directors of the Company.</p> |
| iv.     | Tenure of the transaction   | One Time  | One Time  |
| v.      | Justification as to why the RPT is in the interest of the Company | This transaction would reduce the outstanding liability of the Company by Rs. 57,92,489/- as the amount receivable against the sale of investment in Jagati Publications Ltd would be set-off against the liability of the Company due to I A and I C Private Limited   | This transaction would reduce the outstanding liability of the Company by Rs. 6,22,53,119/- as the amount receivable against the sale of investment in Jagati Publications Ltd. Would be set-off against the liability of the Company due to Shah Pratap Industries Private Ltd.  |
| vi.     | Details of the transaction relating to any                        | NA  | NA  |

| Sr. No. | Particulars   | Details  | Details |
|---------|---|--|---------|
|         | loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary |  |         |
| vii.    | Any valuation or other external report relied upon by the Company in relation to the transactions       | Yes. Valuation Report from the Independent Valuer. |         |
| viii.   | Any other information that may be relevant  | NA   |         |

The Board of Directors recommend the passing of the resolutions in Items. 2 & 3 as a Special Resolutions. Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

Except Mr. Rajendra Gulabrai Parikh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the above resolutions.

#### **For Item No. 4**

The Shareholders are hereby informed that it has been proposed to reclassify the persons forming part of Promoter Group as given below into Public since the day to day affairs and management control is only controlled by Mr. Rajendra Parikh who is also the Executive Chairman and CEO of the Company.

In this regard, the Company has received request from following 'promoter group' of the Company ("Outgoing Promoter Group") vide their letter dated February 18, 2025 for reclassification from the 'Promoter group' category to 'public' category shareholder of the Company as below:

| Sr. No | Names of (Individual)/entity(ies)     | No. of shares held | % of the total paid up capital |
|--------|---------------------------------------|--------------------|--------------------------------|
| 1      | Mrs. Jagruti Rajendra Parikh          | 1,49,33,785        | 20.56                          |
| 2      | Mr. Aditya Rajendra Parikh            | 1,012              | 0.01                           |
| 3      | Korpus Financial Services Private Ltd | 15,00,000          | 2.06                           |
| 4      | Jagruti Securities Ltd                | 1,03,00,000        | 14.18                          |
|        | <b>Total</b>                          | <b>2,67,34,797</b> | <b>36.81</b>                   |

Based on the Request Letters, the Outgoing Promoter Group confirmed that:

1. They are not controlling the affairs of the Company directly or indirectly.
2. They do not have special rights in the Company through formal or informal arrangements including through any shareholder agreements.
3. They are not acting as key managerial person in the Company.
4. They are not declared as willful defaulters as per RBI Guidelines.
5. They are not the fugitive economic offender.

Further, the Outgoing Promoter Group has confirmed that subsequent to reclassification, it would continue to comply with the aforesaid declarations. In view of the explanations given by the applicants as detailed above, the board of directors at their meeting held on February 21, 2025 analysed the requests received from above-mentioned persons for reclassification and approved the same subject to approval by the members.

The Directors recommend the resolutions in items 4 of the notice accompanying this explanatory statement for approval by the Members as a Special Resolution. Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

Except Mr. Rajendra Gulabrai Parikh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the above resolutions.

**For Item No 5:**

To consider and approve, appointment of Mrs. Kanchan Chandrakant Shinde (DIN: 10963723) as an Independent Director of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Kanchan shinde (DIN: 10963723 aged 38 years, as an Additional Director in the category of Independent Director, with effect from 21<sup>st</sup> February, 2025.

Further, Mrs. Kanchan Chandrakant Shinde is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years from 21<sup>st</sup> February, 2025 to 20<sup>th</sup> February, 2030.

In the opinion of the Board Mrs. Kanchan Chandrakant Shinde fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 for being eligible for her appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of

Directors) Fifth Amendment Rules, 2019, she has enrolled her name in the online databank of Independent Directors maintained by the Government.

The Directors recommend the resolutions in items 5 of the notice accompanying this explanatory statement for approval by the Members as a Special Resolution. Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

The Brief Profile of Mrs. Mrs. Kanchan Chandrakant Shinde \_ in terms of 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is provided as 'Annexure -A'.

None of the directors, key managerial Personnel and any of their relatives are interested or concerned in this resolution except Mrs. Kanchan Shinde to the extent of her directorship.

### **For Item No. 6**

In order to align the Articles of Association of the Company with the provisions of the Companies Act, 2013 read with applicable rules thereunder, the Board has approved to alter and adopt a new set of Articles of Association of the Company, subject to approval of the members at this Extra – Ordinary General Meeting.

The proposed alteration is in substitution for and to the complete exclusion of the extant Articles of Association of the Company.

A copy of the Articles of Association of the Company incorporating the above proposed changes is available for inspection at the website of the Company i.e. [www.jik.co.in](http://www.jik.co.in). and also at the Registered Office of the Company as per the related provisions of the Companies Act, 2013.

The Directors recommend the resolutions in item 6 of the notice accompanying this explanatory statement for approval by the Members as Special resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution as set out in the Notice.

Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

### **For Item No. 7**

In order to align the Memorandum of Association of the Company with the provisions of the Companies Act, 2013 read with applicable rules thereunder, the Board has approved to alter and adopt a new set of Memorandum of Association of the Company, subject to approval of the members at this Extra – Ordinary General Meeting.

The proposed alteration is in substitution for and to the complete exclusion of the extant Memorandum of Association of the Company.

A copy of Memorandum of Association of the Company incorporating the above proposed changes is available for inspection at the website of the Company i.e. [www.jik.co.in](http://www.jik.co.in). and also at the Registered Office of the Company as per the related provisions of the Companies Act, 2013.

The Directors recommend the resolutions in items 7 of the notice accompanying this explanatory statement for approval by the Members as a special resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution as set out in the Notice.

Further, the resolution shall be considered as approved only when the number of votes cast in its favor exceeds the number of votes cast, if any, against the resolution by three times.

**By Order of the Board**

**Sd/-  
Mrs. Mohini Sawant  
Company Secretary & Compliance Officer  
Membership No. A49186**

**Place: Thane**

**Date: February 21, 2025**



**Annexure-A**

|  |   |
|--|---|
| Name of the Director   | Kanchan Chandrakant Shinde  |
| Director Identification Number                                     | 10963723  |
| Category   | Non-Executive- Independent Director   |
| Date of Birth  | 04/04/1986  |
| Nationality  | Indian  |
| Date of First Appointment on the Board                             | 21 <sup>st</sup> February, 2025   |
| Relationship with Directors  | NA  |
| Qualification  | Master Degree   |
| Experience/ Expertise in specific functional area                  | Finance   |
| Details of Board Meetings attended by the Director during the year | Nil   |
| Terms and Conditions of Appointment along with remuneration        | Appointed for a period of 5 years effective from February 21, 2025, subject to the approval of Shareholders in the general meeting at such terms and conditions as per the letter of appointment. Sitting Fees would be paid to her as approved by Board from time to time. |
| Remuneration last drawn  | NIL   |
| List of Directorships held in other Companies                      | NA  |
| Membership/Chairmanship of Committees across other Companies       | NA  |
| Number of shares held in the Company                               | NIL   |

**By Order of the Board**

**Sd/-  
Mrs. Mohini Sawant  
Company Secretary & Compliance Officer  
Membership No. A49186**

**Place: Thane**

**Date: February 21, 2025**