



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

1. CONSTITUTION OF THE AUDIT COMMITTEE AND ADOPTION OF THE TERMS OF REFERENCE:

The Chairperson informed the Board that the Company is required to undertake various corporate actions including constitution of the Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, and the Risk Management Committee and to approve the revised terms of reference of such committees to ensure compliance with corporate governance requirements under the Companies Act, 2013 and the rules notified thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed and other applicable laws, prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India in connection with the proposed initial public offer of the Company. The Board discussed the matter and passed the following resolutions:

"RESOLVED THAT, pursuant to Section 177 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the **"Companies Act"**) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and other applicable rules framed thereunder, and Regulation 18 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended (**"SEBI Listing Regulations"**), the Audit Committee of the Company is hereby constituted as under:

1. Mr. Niteen Jain (DIN: 02569244), Independent Director, Chairperson.
2. Mrs. Namrata Tatiya (DIN: 09222108) Independent Director, Member.
3. Mr. Sumeet Kumar Berlia, (DIN: 10781516) Director, Member.

"RESOLVED FURTHER THAT the chairperson of the Committee shall be an independent director and Mr. Niteen Jain (DIN: 02569244) Independent Director, be and is hereby appointed as the Chairperson of the Audit Committee."

"RESOLVED FURTHER THAT, the Audit Committee shall meet at least four times in a year and not more than 120 days shall elapse between two consequent meetings. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent directors present."

"RESOLVED FURTHER THAT the Chairperson of the Audit Committee shall be present at the annual general meeting of the Company to answer shareholder queries."

"RESOLVED FURTHER THAT the Audit Committee shall invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company.



[The finance director, head of internal audit and a representative of the statutory auditors of the Company may be present as invitees for the meetings of the Audit Committee.]

“RESOLVED FURTHER THAT in compliance with the provisions of the Companies Act, the SEBI Listing Regulations, the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed, and any other applicable law or enactment for the time being in force, the revised roles, responsibilities, and terms of reference of the Audit Committee shall include the following:

- (i) The Audit Committee shall have powers, which should include the following:
 - (a) To investigate any activity within its terms of reference;
 - (b) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;
 - (c) To obtain outside legal or other professional advice;
 - (d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;
 - (e) To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offer of the equity shares of the Company; and
 - (f) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.
- (ii) The role of the Audit Committee shall include the following:
 - (a) Oversight of the Company’s financial reporting process, examination of the financial statement and the auditors’ report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
 - (b) Recommendation to the Board for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;
 - (c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
 - (d) Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:
 - (i) Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of section 134(3)(c) of the Companies Act;
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure of any related party transactions; and
 - (vii) Modified opinion(s) in the draft audit report.



- (e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (f) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;
- (g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
- (i) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;
Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.
- (j) Approval of related party transactions to which the subsidiary of the Company is/are a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;
- (k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (l) Scrutiny of inter-corporate loans and investments;
- (m) Valuation of undertakings or assets of the company, wherever it is necessary;
- (n) Evaluation of internal financial controls and risk management systems;
- (o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (p) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (q) Discussion with internal auditors of any significant findings and follow up there on;
- (r) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (t) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (u) Reviewing the functioning of the whistle blower mechanism;

Jinkushal Industries Limited

Formerly: Jinkushal Industries Pvt. Ltd.

CIN : U51100CT2007PLC008170 | GSTIN : 22AAAC23367N120

Factory : Kh. No. 38, 39, Perfect Dharam Kanta, Donde Khurd, Raipur, CG, 493111, India

Office : H.No. 260, Ward No. 42, Near CM House, Chhattisgarh Club, Civil Line, Raipur, CG, 492001, India | Telephone : 0771 4031119 | E mail : info@jkipl.in



- (v) Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
 - (w) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;
 - (x) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
 - (y) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
 - (z) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - (aa) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
 - (bb) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.
- (iii) The Audit Committee shall mandatorily review the following information:
- (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
 - (c) Internal audit reports relating to internal control weaknesses;
 - (d) Review of financial statements, specifically, for investments made by any unlisted subsidiary;
 - (e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
 - (f) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations."
- (iv) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and
- (v) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

"RESOLVED FURTHER THAT, the Audit Committee shall have authority to investigate into any matter in relation to the items as set out above or referred to it by the Board and for this purpose shall have the power to obtain professional advice from external sources and secure attendance of outsiders with relevant expertise if necessary and have full access to information contained in the records of the



Company."

"RESOLVED FURTHER THAT, the Company Secretary of the Company shall act as secretary to the committee. "

"RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution. "

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

Anil Kumar Jain
(Managing Director)

DIN: 00679518

Add- 100 Vivekanand Nagar

Raipur (C.G.) 492001

Director

Date: 27.02.2025

Place: Raipur



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

2. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE AND ADOPTION OF TERMS OF REFERENCE

The Chairperson informed the Board that the Company is required to take various corporate actions including constitution of the Nomination and Remuneration Committee ("NRC") and adoption of the revised terms of reference of the NRC to ensure compliance with corporate governance requirements under the Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed and other applicable laws, prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India in connection with the proposed initial public offer of the Company. After discussion the Board passed the following resolutions:

"RESOLVED THAT pursuant to Section 178 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the **"Companies Act"**) read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, including the rules framed thereunder, Regulation 19 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended (**"SEBI Listing Regulations"**), the Nomination and Remuneration Committee is hereby constituted as under:

1. Mr. Niteen Jain (DIN: 02569244), Independent Director, Chairperson.
2. Mrs. Namrata Tatiya (DIN: 09222108), Independent Director, Member.
3. Mr. Anekant Jain (DIN: 06732591), Independent Director, Member.

"RESOLVED FURTHER THAT the chairperson of the committee shall be an independent director and that Mr. Niteen Jain (DIN: 02569244), Independent and Non-Executive Director be and is hereby appointed as the Chairperson of the Nomination and Remuneration Committee."

"RESOLVED FURTHER THAT the committee shall meet at least once in a year. The quorum for a meeting of the committee shall be either two members or one third of the members of the committee whichever is greater, but there should be a minimum of one independent director present."

"RESOLVED FURTHER THAT in accordance with Regulation 5 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, the Nomination and Remuneration Committee is hereby designated as the compensation committee for the purpose of administering, monitoring and formulating any stock option plan of the Company which may be adopted by the Company."



"RESOLVED FURTHER THAT the roles, responsibilities and terms of reference of the Nomination and Remuneration Committee shall include the following:

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- (b) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (c) Devising a policy on Board diversity;
- (d) Identifying persons who are qualified to become directors of the Company and who may be appointed as senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- (e) Analysing, monitoring and reviewing various human resource and compensation matters;
- (f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
- (h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (i) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



- (k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:
- (i) Determining the eligibility of employees to participate under the ESOP Scheme;
 - (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
 - (iii) Date of grant;
 - (iv) Determining the exercise price of the option under the ESOP Scheme;
 - (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
 - (x) The grant, vest and exercise of option in case of employees who are on long leave;
 - (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
 - (xii) Formulate the procedure for funding the exercise of options;
 - (xiii) The procedure for cashless exercise of options;
- (l) Forfeiture/ cancellation of options granted;
- (m) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
- permissible sources of financing for buy-back;
 - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
 - limits upon quantum of specified securities that the Company may buy-back in a financial year.
- (n) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- (o) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing,



amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(p) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

- (i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

by the Company and its employees, as applicable.

- (q) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee; and
- (r) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

"RESOLVED FURTHER THAT, the Chairperson of the Nomination and Remuneration Committee shall be present at general meetings of the Company, or in the absence of the Chairperson, any other member of the Nomination and Remuneration Committee authorised by the Chairperson in this behalf. At annual general meetings, the Chairperson shall be present to answer the shareholders' queries, provided however, that it would be up to the Chairperson to decide who should answer the queries."

"RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

"RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

Anil Kumar Jain
(Managing Director)

DIN: 00679518

Add-100 Vivekanand Nagar
Raipur (C.G.) 492001

Date: 27.02.2025

Place: Raipur

Jinkushal Industries Limited

Formerly: Jinkushal Industries Pvt. Ltd.

CIN : U51100CT2007PLC008170 | GSTIN : 22AAACZ3367N120

Factory : Kh. No. 38, 39, Perfect Dharam Kanta, Donde Khurd, Raipur, CG, 493111, India

Office : H.No. 260, Ward No. 42, Near CM House, Chhattisgarh Club, Civil Line, Raipur, CG, 492001, India | Telephone : 0771 4031119 | E mail : info@jkipl.in



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

3. CONSTITUTION OF THE RISK MANAGEMENT COMMITTEE AND ADOPTION OF TERMS OF REFERENCE

The Chairperson informed the Board that the Company is required to take various corporate actions including the constitution of the Risk Management Committee and adoption of the revised terms of reference of the committee, to ensure compliance with corporate governance requirements under the Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed and other applicable laws, prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India in connection with the proposed initial public offer of the Company. After discussion the Board passed the following resolutions:

"RESOLVED THAT pursuant to Regulation 21 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the Risk Management Committee be and is hereby constituted as under:

1. Mr. Anil Kumar Jain (DIN: 00679518) Managing Director & Chairman, Chairman
2. Mr. Abhinav Jain, (DIN: 07811559) Whole-Time Director, Member
3. Mr. Niteen Jain (DIN: 02569244) Independent Director, Member.

The quorum will be either two members or one third of the members of the committee, whichever is higher, including at least one member of the Board in attendance.

RESOLVED FURTHER THAT the chairperson of the Committee shall be a member of the Board and that Mr. Anil Kumar Jain (DIN: 00679518) Managing Director & Chairman, Member be and is hereby appointed as the Chairperson of the Risk Management Committee.

RESOLVED FURTHER THAT the Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board.

RESOLVED FURTHER THAT the committee shall meet at least twice in a year in such a manner that on a continuous basis not more than One Hundred and Eighty days shall elapse between any two consecutive meetings.

RESOLVED FURTHER THAT the terms of reference of the Risk Management Committee shall be as follows:

- (i) To formulate a detailed risk management policy which shall include:
 - framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental,



Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;

- Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - Business continuity plan.
- (ii) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
 - (iii) To consider the effectiveness of decision making process in crisis and emergency situations;
 - (iv) To balance risks and opportunities;
 - (v) To generally, assist the Board in the execution of its responsibility for the governance of risk;
 - (vi) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
 - (vii) To review and recommend potential risk involved in any new business plans and processes;
 - (viii) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
 - (ix) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - (x) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 - (xi) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 - (xii) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.
 - (xiii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
 - (xiv) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
 - (xv) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and
 - (xvi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified true copy//

FOR, JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED,

Anil Kumar Jain

Managing Director

DIN: 00679518

Add-100 Vivekanand Nagar

Raipur (C.G.) 492001

Date: 27.02.2025; Place: Raipur

Jinkushal Industries Limited

Formerly: Jinkushal Industries Pvt. Ltd.

CIN : U51100CT2007PLC008170 | GSTIN : 22AAACZ3367N1Z0

Factory : Kh. No. 38, 39, Perfect Dharam Kanta, Donde Khurd, Raipur, CG, 493111, India

Office : H.No. 260, Ward No. 42, Near CM House, Chhattisgarh Club, Civil Line, Raipur, CG, 492001, India | Telephone : 0771 4031119 | E mail : info@jkipl.in



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

4. CONSTITUTION OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE AND ADOPTION OF TERMS OF REFERENCE

The Chairperson informed the Board that the Company is required to take various corporate actions including the constitution of the Stakeholders Relationship Committee and the adoption of the revised terms of reference of the committee, to ensure compliance with corporate governance requirements under the Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed and other applicable laws, prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India in connection with the proposed initial public offer of the Company. After discussion the Board passed the following resolutions:

"RESOLVED THAT pursuant to Section 178 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the **"Companies Act"**), including the rules framed thereunder and Regulation 20 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Stakeholders' Relationship Committee be and is hereby constituted as under:

1. Mr. Niteen Jain (DIN: 02569244), Independent, Chairperson
2. Mr. Abhinav Jain, (DIN: 07811559) Whole-Time Director, Member
3. Mr. Anil Kumar Jain (DIN: 00679518) Managing Director & Chairman, Member

The quorum for the Stakeholders Relationship Committee will be 2 members.

RESOLVED FURTHER THAT the chairperson of the Committee shall be a non-executive director and that Mr. NITEEN JAIN (DIN: 02569244), Independent and Non-Executive Director, be and is hereby appointed as the Chairperson of the Stakeholders Relationship Committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meeting of the Company to answer shareholder queries or in the absence of the Chairperson, any other member of the Stakeholders Relationship Committee authorised by the Chairperson in this behalf.

RESOLVED FURTHER THAT the committee shall meet at least once in a year.

RESOLVED FURTHER THAT the terms of reference of the Stakeholders Relationship Committee shall be as follows:

- (a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-



- (b) receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;
- (c) Reviewing of measures taken for effective exercise of voting rights by shareholders;
- (d) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (e) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/ consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (f) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- (g) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (h) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- (i) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- (j) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);
- (k) To authorise affixation of common seal of the Company; and
- (l) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

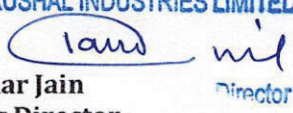
RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED


Anil Kumar Jain
Managing Director
DIN: 00679518
Add-100 Vivekanand Nagar
Raipur (C.G.) 492001

Date: 27.02.2025

Place: Raipur

Jinkushal Industries Limited

Formerly: Jinkushal Industries Pvt. Ltd.

CIN : U51100CT2007PLC008170 | GSTIN : 22AAACZ3367N1Z0

Factory : Kh. No. 38, 39, Perfect Dharam Kanta, Donde Khurd, Raipur, CG, 493111, India

Office : H.No. 260, Ward No. 42, Near CM House, Chhattisgarh Club, Civil Line, Raipur, CG, 492001, India | Telephone : 0771 4031119 | E mail : info@jkpl.in



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

5. CONSTITUTION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AND ADOPTION OF TERMS OF REFERENCE

The Chairperson informed the Board that the Company is required to take various corporate actions including the constitution of the Corporate Social Responsibility Committee and adoption of the revised terms of reference of the committee, to ensure compliance with corporate governance requirements under the Companies Act, 2013 and the rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India in connection with the proposed initial public offer of the Company.

As per Section 135 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "**Companies Act**"), including the rules framed thereunder, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

"RESOLVED THAT, pursuant to Section 135 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "**Companies Act**") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other applicable laws, the Corporate Social Responsibility Committee of the Company be and as constituted by a resolution passed by the Board and is hereby constituted as under:

1. Mr. Anil Kumar Jain (DIN: 00679518) Managing Director & Chairman, Chairperson.
2. Mrs. Namrata Tatiya (DIN: 09222108), Independent Director, Member.
3. Mr. Niteen Jain, (DIN: 02569244) Independent Director, Chairperson.

RESOLVED FURTHER THAT, MR. ANIL KUMAR JAIN (DIN: 00679518), Managing Director & Chairman, Chairperson be and is hereby appointed as the Chairperson of the Corporate Social Responsibility Committee.

RESOLVED FURTHER THAT, the quorum for the Corporate Social Responsibility Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

RESOLVED FURTHER THAT, the terms of reference of the Corporate Social Responsibility Committee shall include the following:

- (a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;



- (b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (c) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (d) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
 - (i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - (ii) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - (iii) the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - (iv) monitoring and reporting mechanism for the projects or programmes; and
 - (v) details of need and impact assessment, if any, for the projects undertaken by the company.Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
- (e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- (f) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- (g) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.

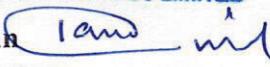
RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

Anil Kumar Jain 

Managing Director

Director

DIN: 00679518

Add-100 Vivekanand Nagar

Raipur (C.G.) 492001

Date: 27.02.2025

Place: Raipur

Jinkushal Industries Limited

Formerly: Jinkushal Industries Pvt. Ltd.

CIN : U51100CT2007PLC008170 | GSTIN : 22AAACZ3367N1Z0

Factory : Kh. No. 38, 39, Perfect Dharam Kanta, Donde Khurd, Raipur, CG, 493111, India

Office : H.No. 260, Ward No. 42, Near CM House, Chhattisgarh Club, Civil Line, Raipur, CG, 492001, India | Telephone : 0771 4031119 | E mail : info@jkipl.in



EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) (THE "COMPANY") HELD AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001, ON THURSDAY, 27TH FEBRUARY, 2025 AT 11.00 A.M.

6. CONSTITUTION OF THE IPO COMMITTEE

The Board was informed that for the purpose of giving effect to the proposed initial public offer of the equity shares of face value of ₹ 10 each of the Company ("**Equity Shares**") comprising of fresh issue of Equity Shares by the Company ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholder(s) of the Company ("**Selling Shareholder**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), the Company will be required to complete various legal, statutory and procedural formalities, including but not limited to, appointment of various intermediaries, filing the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**") and the prospectus in relation to the Offer ("**Prospectus**") with the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**"), and the Registrar of Companies, Chhattisgarh ("**RoC**") or any other statutory agencies or relevant authorities as may be required and other matters incidental thereto.

In view of the above, the Board felt that it was pertinent to constitute the IPO committee of directors comprising of Mr. Anil Kumar Jain (Chairman), Mr. Abhinav Jain (Member) and Mr. Niteen Jain (Member) as the members of the said committee.

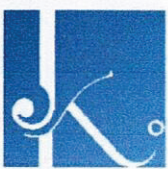
After detailed discussion, the Board approved the following resolutions:

"RESOLVED THAT, for the purpose of giving effect to the proposed Offer and listing the Equity Shares on one or more of the stock exchanges, the Board hereby constitutes the "IPO Committee" consisting of the following, namely:

1. Mr. Anil Kumar Jain, [*Managing Director & Chairman*]- Chairperson
2. Mr. Abhinav Jain, [*Whole-Time Director*]- Member
3. Mr. Niteen Jain, [*Independent Director*]- Member

RESOLVED FURTHER THAT, the IPO Committee is hereby authorised on behalf of the Board, to undertake such deeds and actions as may be required for the proposed IPO, including negotiating, finalizing and executing all such documentation and agreements as may be necessary and appropriate, including, without limitation, the following acts in relation to the Offer as permitted under applicable law:

- (a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s);
- (b) To decide, negotiate and finalize, in consultation with the book running lead manager(s) appointed in relation to the Offer ("**BRLMs**"), on the size, timing (including opening and closing dates), pricing and all the terms and conditions of the Offer and transfer of the Equity Shares pursuant to the Offer, including without limitation the number of the Equity Shares to be issued or offered pursuant to the Offer (including any reservation, green shoe option and any rounding off in the event of any oversubscription), price and any discount as allowed under applicable laws that may be fixed, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, any rounding off in the event of any oversubscription, to permit existing shareholders to sell any



- (c) Equity Shares held by them, determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto;
- (d) To appoint, instruct and enter into arrangements with the BRLMs and in consultation with BRLMs, appoint and enter into agreements with intermediaries, including underwriters to the Offer, syndicate members to the Offer, brokers, bankers to the Offer including escrow collection banks and sponsor banks, auditors, independent chartered accountants, industry expert, depositories, custodians, registrar to the Offer, legal advisors, advertising agency(ies), printers and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer whose appointment is required in relation to the Offer and to negotiate and finalise the terms of their appointment, including but not limited to execution of the engagement letter with the BRLMs, negotiation, finalisation and execution of the offer agreement with the BRLMs and Selling Shareholders, etc and the underwriting agreement with the underwriters, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, agreements with the monitoring agency, registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding, engagement letters and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (e) To negotiate, finalise, settle, execute, terminate, amend and, deliver or arrange the delivery of the offer agreement, syndicate agreement, monitoring agency agreement, cash escrow and sponsor bank agreement, underwriting agreement, share escrow agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (f) To approve the relevant restated consolidated financial statements to be issued in connection with the Offer;
- (g) To finalise, settle, approve and adopt, deliver and arrange for, in consultation with the BRLMs, submission of the DRHP, the RHP, the Prospectus, the abridged prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), confirmation of allocation notes and application forms, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, for the Offer and take all such actions in consultation with the BRLMs as may be necessary for the submission and filing of these documents including incorporating such alterations/ corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;
- (h) To make applications to, seek clarifications and obtain approvals and seek exemptions from, if necessary, the Stock Exchanges, the Reserve Bank India, SEBI, RoC or any other statutory or governmental authorities in connection with the Offer as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the DRHP, RHP and Prospectus;
- (i) To approve any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the Stock Exchanges;



- (j) To finalize and arrange for the submission of the DRHP to be submitted to SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the RoC, the preliminary and final international wrap and any corrigendum, amendments and supplements thereto;
- (k) To undertake as appropriate such communication with the Selling Shareholders as required under applicable laws, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), and taking all actions as may be necessary or authorised in connection with any offer for sale;
- (l) To take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval and intention of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;
- (m) To issue notices or advertisements in such newspapers and other media as it may deem fit and proper in consultation with the relevant intermediaries appointed for the Offer and in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable laws;
- (n) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
- (o) To seek, if required, the consent and waivers of the lenders to the Company and its subsidiaries, as applicable, parties with whom the Company has entered into various commercial and other agreements including, without limitation, industry data providers, customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;
- (p) To open and operate demat account of the Company in terms of the share escrow agreement and the bank account(s) of the Company in terms of the cash escrow and sponsor bank agreement for handling of refunds for the Offer and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (q) To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;
- (r) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including offer price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, RHP and Prospectus, in consultation with the BRLMs) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- (s) all actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the price band, allow revision of the Offer portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- (t) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to anchor



investors, finalising the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;

- (u) To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;
- (v) To make applications to the Stock Exchanges for in-principle and final approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;
- (w) To make applications for listing of the Equity Shares on one or more recognised stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) and to take all such other actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements;
- (x) To do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforementioned documents;
- (y) To authorise and approve, in consultation with the BRLMs, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (z) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the SEBI ICDR Regulations and other applicable laws;
- (aa) To settle any question, difficulty or doubt that may arise in connection with the Offer including the issue and allotment of the Equity Shares as aforesaid in consultation with the BRLMs and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit;
- (bb) To execute and deliver and/or to authorise and empower officers of the Company (each, an **"Authorised Officer"**) for and on behalf of the Company to execute and deliver, any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing.
- (cc) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws.
- (dd) To submit undertakings/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed.
- (ee) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.



(ff) To take all other actions as may be necessary in connection with the Offer.

RESOLVED FURTHER THAT, the IPO Committee be and is hereby authorised to make any alteration, addition or make any variation in relation to the Offer, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of fresh issue of Equity Shares.

RESOLVED FUTHER THAT, for the purpose of giving effect to the above resolutions, the members of the Board and the IPO Committee be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, appropriate or advisable for such purpose, including without limitation, to settle any questions, difficulties or doubts that may arise in relation to the Offer and any such documents so executed and delivered or acts and things done or caused to be done by any member of the Board or the IPO Committee shall be conclusive evidence of the authority of such person and the Company in so doing and any document so executed and delivered or acts and things done or caused to be done by any such person prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of an authorised person and the Company.

RESOLVED FURTHER THAT, the powers of the IPO Committee described above are inclusive and not exclusive and shall not be deemed to be restricted to or be constrained by the provisions of any other part of this resolution.

RESOLVED FURTHER THAT, Mr. Anil Kumar Jain (DIN- 00679518) & Mr. Abhinav Kumar Jain (DIN- 07811559) directors shall form the quorum for a meeting of the IPO Committee.

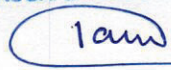
RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

//Certified True Copy//

FOR, JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED


Director

Anil Kumar Jain
Managing Director
DIN: 00679518
Add-100 Vivekanand Nagar
Raipur (C.G.) 492001

Date: 27.02.2025

Place: Raipur