Jinkushal Industries

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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA 02 - APPOINTMENT OF PRINTER

The Chairman informed the Board that pursuant to the resolution adopted by the Board at its meeting held on Friday, 24th January, 2025, the Company was authorized to undertake an initial public offer of its equity shares bearing face value of ₹ 10 each (the "**Equity Shares**") comprising of a fresh issue of Equity Shares ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "**Selling Shareholders**") (the "**Offer for Sale**", and together with Fresh Issue, the "**Offer**"). For the purposes of the Offer, the Company is required to appoint a printer.

The Board deliberated on this and passed the following resolution:

"**RESOLVED THAT** in relation to the Offer, the Board hereby appoints SAP Print Solutions Pvt Ltd ("**Printer**") as the Printer for the initial public offer of equity shares of the Company.

RESOLVED FURTHER THAT the Board on behalf of the Company does hereby accept the terms and conditions of the draft agreement to be entered into with the Printer in connection with the Offer and such draft agreement, as tabled before the Board, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally or jointly authorised to negotiate, finalise, execute and deliver the agreement with the Printer, and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company to execute the agreement with the Printer.

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

Date: 23.04.2025

Place: Raipur

Jinkushal Industries

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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA 03 - APPOINTMENT OF ADVERTISING AGENCY FOR THE OFFER

The Chairman informed the Board that pursuant to the resolution adopted by the Board at its meeting held on Friday, 24th January, 2025, the Company was authorized to undertake an initial public offer of its equity shares bearing face value of [₹ 10] each (the "**Equity Shares**") comprising of a fresh issue of Equity Shares ("**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "**Selling Shareholders**") (the "**Offer for Sale**", and together with Fresh Issue, the "**Offer**"). For the purposes of the Offer, the Company is required to appoint an advertising agency.

The Board deliberated on this and passed the following resolution:

"**RESOLVED THAT** for the purpose of giving effect to the proposed initial public offer of the Company and in accordance with applicable laws, Adfactors Advertising LLP be and is hereby appointed as the Advertising Agency for the Offer for, *inter alia*, assisting the Company and BRLMs to ensure compliance with Regulation 42 read with Schedule IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, on the terms and conditions as may be agreed.

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

Date: 23.04.2025

Place: Raipur

EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA 04 - TO TAKE NOTE OF AND APPROVE THE STRATEGIES OF THE COMPANY:

The Chairman informed the board of directors of the Company (**"Board"**) that the Company proposes to undertake an initial public offer of its equity shares bearing face value of [₹ 10] each (the **"Equity Shares"**) comprising of a fresh issue of Equity Shares (**"Fresh Issue"**) and an offer for sale of Equity Shares by certain existing shareholders of the Company (the **"Selling Shareholders"**) (the **"Offer for Sale"**, and together with Fresh Issue, the **"Offer"**). The Chairman informed the Board that the Company is in the process of filing the draft red herring prospectus with the Securities and Exchange Board of India (the **"SEBI"**) in connection with the Offer and will subsequently file the red herring prospectus and prospectus with the Registrar of Companies, Chhattisgarh (**"RoC"**), SEBI and BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (BSE and NSE together, the **"Stock Exchanges"**) where the Equity Shares are proposed to be listed (the draft red herring prospectus, the red herring prospectus and the prospectus are collectively, the **"Offer Documents"**). The Board considered the strategies specified in the brief note as per Annexure I and after some discussion took note of and approved the same.

After detailed discussion, the Board approved the following resolutions:

"**RESOLVED THAT** the Board hereby takes note of the intention, approves and consents to the business strategies, including expansion plans, as included in **Annexure I** and tabled before the Board to be implemented by the Company."

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
Director Director
DIN: 00679518
Date: 23.04.2025
Place: Raipur

Jinkushal Industries
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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA 05. TO TAKE ON RECORD CONSENT OF THE SELLING SHAREHOLDER(S)

"**RESOLVED THAT** the Board hereby takes on record that Mr. Anil Kumar Jain, Mrs. Sandhya Jain and Mr. Abhinav Jain the existing shareholders of the Company have, *vide* their letters dated 18.04.2025, respectively, consented to offer up to 6,45,570, 2,27,850 and 1,26,580 Equity Shares held by them respectively for sale through the Offer and that the Company has been authorised by the Selling Shareholders in terms of Section 28(3) of the Companies Act, 2013 to take all actions in respect of offer of sale for and on their behalf.

Sl. No.	Name of the Promoter Selling Shareholders	Equity Shares Offered	Date of the consent letter to participate in the Offer for Sale
1.	Anil Kumar Jain	6,45,570	18.04.2025
2.	Abhinav Jain	2,27,850	18.04.2025
3.	Sandhya Jain	1,26,580	18.04.2025

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 file necessary forms with the Registrar of Companies, Chhattisgarh at Bilaspur and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to 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
Date: 23.04.2025
Place: Raipur

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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA No 06 - EXECUTION OF OFFER AGREEMENT

"**RESOLVED THAT,** the Company do enter into an agreement, in terms of the Companies Act, 2013, the rules made there under, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws with GYR Capital Advisors Private Limited (referred to as the "**BRLMs**") and Anil Kumar Jain, Abhinav Jain and Sandhya Jain (collectively referred to as the "**Selling Shareholders**") ("**Offer Agreement**") in relation to the proposed initial public offer of equity shares of the Company and the draft of the Offer Agreement, tabled before the committee and initialled by the Chairperson for identification, be and is hereby approved.

RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby authorised severally to negotiate, finalise and sign the Offer Agreement on behalf of the Company and to execute the necessary documents and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions to the Offer Agreement as may be deemed fit and proper in the best interests of the Company.

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

Date: 23.04.2025
Place: Raipur

Jinkushal Industries Limited
Formerly: Jinkushal Industries Pvt. Ltd.
CIN: U46594CT2007PLC008170 | 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 | **Email:** info@jkipl.in | **Website:** www.jkipl.in

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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA NO 07 - EXECUTION OF AGREEMENT WITH ADVERTISING AGENCY FOR THE OFFER

"**RESOLVED THAT** the Board on behalf of the Company does hereby accept the terms and conditions of the draft agreement to be entered into with Adfactors the Advertising Agency which include the terms and conditions of appointment and duties and responsibilities of the Advertising Agency, in relation to the proposed initial public offer of equity shares of the Company ("**Ad Agency Agreement**"), and such draft agreement, in the form tabled before this meeting, is hereby approved.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, be and are hereby severally or jointly authorised to negotiate, finalise, execute and deliver the Ad Agency Agreement, and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company to execute the Ad Agency Agreement.

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

Mr. Anil Kumar Jain
Director Director
DIN: 00679518

Date: 23.04.2025
Place: Raipur

Jinkushal Industries Limited
Formerly: Jinkushal Industries Pvt. Ltd.
CIN: U46594CT2007PLC008170 | **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 | **Email:** info@jkipl.in | **Website:** www.jkipl.in

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EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23rd APRIL, 2025 AT 11.00 A.M.

AGENDA NO 09- IDENTIFICATION OF 'GROUP COMPANIES' OF THE COMPANY-

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the term 'group companies' is defined to include such companies (other than promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the draft red herring prospectus, the red herring prospectus and the prospectus in connection with the proposed Offer, as covered under the applicable accounting standards, and also other companies as considered material by the Board. Accordingly, the Board may identify the certain other companies which are material to be considered as group companies for the purposes of disclosure in the Offer Documents.

The Board was further informed that in terms of the SEBI Regulations, the Board has formulated a policy with respect to companies which it considers material to be identified as group companies:

"**RESOLVED THAT,** pursuant to the materiality policy approved by the Board on 23.04.2025 ("Materiality Policy"), the following are hereby identified as companies considered to be material to be disclosed as 'group companies' of the Company, for the purpose of disclosure in the draft red herring prospectus, the red herring prospectus and the prospectus to be prepared in connection with the proposed initial public offer of the equity shares of the Company ("Offer Documents"):

Freedom Dealers Private Limited

RESOLVED FURTHER THAT, Mr. Anil Kumar Jain, Director, Mr. Abhinav Jain, Director and Mr. Sumeet Kumar Berlia, Director, are hereby authorised severally to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions or modifications to the list of 'group companies' identified herein, subject to and in accordance with the Materiality Policy, for the purposes of disclosures in the Offer Documents.

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

Mr. Anil Kumar Jain
Managing Director
Director
DIN: 00679518
Date: 23.04.2025
Place: Raipur

EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF JINKUSHAL INDUSTRIES 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 WEDNESDAY, 23RD APRIL, 2025 AT 11.00 A.M.

AGENDA NO 11 - APPROVAL FOR INCREMENTAL WORKING CAPITAL REQUIREMENTS:

"**RESOLVED THAT,** in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company, and other applicable laws and regulations, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Board of Directors hereby approves the estimation and utilization of funds towards incremental working capital requirements of the Company for the financial years 2025–2026 and 2026–2027, as disclosed in the Draft Red Herring Prospectus ("DRHP") proposed to be filed with the Securities and Exchange Board of India (SEBI), the stock exchange(s), and the Registrar of Companies, in connection with the proposed initial public offering (IPO) of the equity shares of the Company.

RESOLVED FURTHER THAT the estimated working capital requirement for the fiscal years 2026 and 2027, as detailed in the DRHP, shall be based on reasonable business assumptions and projections, and the funds raised from the proposed IPO may be partially or fully utilized to meet such incremental working capital requirements, as set out in the "Objects of the Issue" section of the DRHP.

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
Director
Managing Director
DIN: 00679518
Date: 23.04.2025
Place: Raipur