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CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) HELD ON FRIDAY, 31st DAY OF JANUARY, 2025 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001.

1. CHANGE IN DESIGNATION OF MR. ANIL KUMAR JAIN (DIN: 00679518) FROM DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION:

"RESOLVED THAT pursuant to provisions of Sections 152, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded for re-designation of Mr. Anil Kumar Jain (DIN: 00679518) as a Chairman and Managing Director, for the period of five (5) years with effect from 31st January 2025 as per the terms and conditions as decided by the Board."

"RESOLVED FURTHER THAT remuneration to be paid up to Rs. 3,00,00,000/- (Rupees Three Crores only) per annum and other expenses incurred by Mr. Anil Kumar Jain for and on behalf of the Company including his traveiling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration and on such terms and condition of the said designation from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof."

"RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year during the tenure of Mr. Anil Kumar Jain as Managing Director of the Company, the above-mentioned remuneration paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder."

"RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deed, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard,"

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

1 and

DIN: 00679518 NAME: ANIL KUMAR JAIN DIRECTOR ADD - 100, Vivekananad Nagar. Raipur C.G. 492001

Date: 31.01.2025 Place: Raipur



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CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF JINKUSHAL INDUSTRIES LIMITED (FORMERLY KNOWN AS JINKUSHAL INDUSTRIES PRIVATE LIMITED) HELD ON FRIDAY, 31st DAY OF JANUARY, 2025 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT H.NO. 260, WARD NO. 42, OPP. C. M. HOUSE NEAR CHHATTISGARH CLUB, CIVIL LINES, RAIPUR, CHATTISGARH, INDIA, 492001.

2. CHANGE IN DESIGNATION OF MR. ABHINAV JAIN (DIN: 07811559) FROM DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION:

"RESOLVED THAT pursuant to provisions of Sections 152, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded for re-designation of Mr. Abhinav Jain (Din: 07811559) as a Whole Time Director, for the period of five (5) years with effect from 31st January 2025 as per the terms and conditions as decided by the Board.

"RESOLVED FURTHER THAT remuneration to be paid up to Rs. 3,00,00,000/- (Rupees Three Crores only) per annum and other expenses incurred by Mr. Abhinav Jain for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration and on such terms and condition of the said designation from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof."

"RESOLVED FURTHER THAT in the event of inadequacy of profits in any financial year during the tenure of Mr. Abhinav Jain (Din: 07811559) as a Whole Time Director of the Company, the abovementioned remuneration paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder."

"RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deed, matters and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and to seek approvals and settle any questions, difficulties or doubts that may arise in this regard."

//Certified True Copy//

FOR JINKUSHAL INDUSTRIES LIMITED

For JINKUSHAL INDUSTRIES LIMITED

DIN: 00679518

NAME: ANIL KUMAR JAIN

DIRECTOR

ADD - 100, Vivekananad Nagar,

Raipur C.G. 492001

Date: 31.01.2025 Place: Raipur





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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement relating to the accompanying Notice sets out the material facts:

Item No 01: CHANGE IN DESIGNATION OF MR. ANIL KUMAR JAIN (DIN: 00679518) FROM DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION:

The Board of Directors, in its meeting recommended changing the designation of Mr. Anil Kumar Jain (DIN: 00679518) from Director to Chairman and Managing Director of the Company for the period of five (5) years, subject to the approval of the Shareholders in the General Meeting. Mr. Anil Kumar Jain has given the required consent to act as a Managing Director.

The terms and conditions of the appointment as well as payment of remuneration will be decided by the Board. It is recommended by the Board that the remuneration which be up to Rs. 3,00,00,000/- (Rupees Three Crores only) per annum and other expenses incurred by Mr. Anil Kumar Jain for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration and on such terms and condition of the said re-designation from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

The Board of Directors considered it to be desirable to approve his re-designation as Chairman and Managing Director and payment of remuneration payable to him as Managing Director.

In compliance to Section 196 of Companies Act, 2013, the re-designation of Mr. Anil Kumar Jain as Chairman and Managing Director is now being placed before the members for its approval. A brief profile of Mr. Anil Kumar Jain is given below:

Sr. No.	Particulars	Disclosures
1.	Nature of Industry	Refurbished equipment and machines
2.	Date of commencement of commercial production	Since 2017-18 Company is in the business of Refurbished equipment and machines.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Foreign investments or collaborators, if any	NO

Information about the appointee:

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1.	Background details	Mr. Anil Kumar Chairman and Company.	Managing	Director	of our





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2.	Past remuneration	Rs. 1,44,00,000/- per annum.
3.	Recognition or awards	N.A.
4.	Job profile and his suitability	Mr. Anil Kumar Jain upon appointment as a Chairman and Managing Director of the Company, shall be responsible for the overall growth and development in the Company through his experience in this industry.
5.	Remuneration proposed	Rs. 3,00,00,000/- per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided to re-designate Mr. Anil Kumar Jain as Chairman and Managing Director of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Anil Kumar Jain as Chairman and Managing Director of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Mr. Abhinav Jain, as they are related to each other as Father and Son. Mrs. Sandhya Jain as they are related to each other as Husband and wife. Mrs. Anubhavi Jain and Ms. Yashasvi Jain as they are related to him as daughter and father. Mrs. Titihi Jain as they are related to each other as Father-in-law and daughter-in-law. Mrs. Kamla Bai Jain are related to each other as mother and son.

The details of the terms of appointment and remuneration payable to Mr. Anil Kumar Jain is given below:

Tenure of Remuneration	5 years with effect from January 31, 2025.
Salary inclusive of all allowances and incentives	Up to Rs.3,00,00,000/- per annum. The chairman and Managing Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013.
Perquisites and Allowances in	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be
addition to the salary Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling on





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	perquisites.	
Other benefits	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.	
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or reenactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the chairman and Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, it required, or any other approvals as may be required under law.	

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the members.

The Directors are interested to the extent of their shareholding in the Company.

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

law

DIN: 00679518

NAME: ANIL KUMAR JAIN

DIRECTOR

ADD - 100, Vivekananad Nagar,

Raipur C.G. 492001

Date: 24.01.2025 Place: Raipur





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Item No 02: CHANGE IN DESIGNATION OF MR. ABHINAV JAIN (DIN: 07811559) FROM DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION:

The Board of Directors, in its meeting recommended changing the designation of Mr. Abhinav Jain (DIN: 07811559) from Director to Wholetime Director of the Company for the period of five (5) years, subject to the approval of the Shareholders in the General Meeting. Mr. Abhinav Jain has given the required consent to act as a Wholetime Director.

The terms and conditions of the appointment as well as payment of remuneration will be decided by the Board. It is recommended by the Board that the remuneration which be up to Rs. 3,00,00,000/- (Rupees Three Crores only) per annum and other expenses incurred by Mr. Abhinav Jain for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration and on such terms and condition of the said re-designation from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

The Board of Directors considered it to be desirable to approve his re-designation as Wholetime Director and payment of remuneration payable to him as Wholetime Director.

In compliance to Section 196 of Companies Act, 2013, the re-designation of Mr. Abhinav Jain as Wholetime Director is now being placed before the members for its approval. A brief profile of Mr. Abhinav Jain is given below:

Sr. No.	formation: Particulars	Disclosures
	Nature of Industry	Refurbished equipment and machines
2.	Date of commencement of commercial production	Since 2017-18 Company is in the business of Refurbished equipment and machines.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Foreign investments or collaborators, if any	NO

Information about the appointee:

1.	Background details	Mr. Abhinav Jain, aged 32 years is the Wholetime Director of our Company.
2	Past remuneration	Rs. 1,20,00,000/- per annum.
2.	Recognition or awards	N.A.
3.	Recognition of the latter	Mr. Abhinav Jain upon appointment as a
4.	Job profile and his suitability	Wholetime Director of the Company, shall be responsible for the overall growth and





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		development in the Company through his experience in this industry.	
5.	Remuneration proposed	Rs. 3,00,00,000/- per annum.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	decided to re-designate Mr. Abhinav Jain a Wholetime Director of the Company.	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Mr. Abhinav Jain as Wholetime Director of the Company has no other relationship with the Company, or relationship with the managerial personal, except: Mr. Anil Kumar Jain, as they are related to each other as Father and Son. Mrs. Sandhya Jain as they are related to each other as Son and Mother. Mrs. Anubhavi Jain and Ms. Yashasvi Jain as they are related to him as brother and sister. Mrs. Titihi Jain as they are related to each other as husband and wife. Mrs. Kamla Bai Jain are related to each other as grandmother and grandson.	

The details of the terms of appointment and remuneration payable to Mr. Abhinav Jain is given below:

Tenure of Remuneration	5 years with effect from January 31, 2025.
Salary inclusive of all allowances and incentives	Up to Rs. 3,00,00,000/- per annum. The Wholetime Director shall be entitled to such increment from time to time as the Board may by its discretion determine subject to the limits set out in Schedule V of Companies Act, 2013.
Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement benefits	Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at this end of the tenure, will not be included in the computation of the ceiling or perguisites.
Other benefits	The Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment; Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical



Jinkushal Industries Limited
Formerly: Inkushal Industries Pvt. trd.
CIN. US1100CT2007PLC008170 1 GSTIN. 22AAACZ3167N170
Factory: KN. No. 38, 39, Perfect Dharant Kusta, Donde Klourd, Raigur, CG, 403111, Indig.
Office: H. No. 200, Ward No. 42, Near CM. House, Cithatrogath Civits, Chel Send, Kaspur, CG





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	Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or reenactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the chairman and Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, it required, or any other approvals as may be required under law.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the members.

The Directors are interested to the extent of their shareholding in the Company.

FOR JINKUSHAL INDUSTRIES LIMITED

For, JINKUSHAL INDUSTRIES LIMITED

DIN: 00679518

NAME: ANIL KUMAR JAIN

DIRECTOR

ADD - 100, Vivekananad Nagar,

Raipur C.G. 492001

Date: 24.01.2025 Place: Raipur

