

NOTICE

Notice is hereby given that the 80th Annual General Meeting (**the 'AGM'**) of the Members of Jaya Hind Industries Private Limited ("the Company"), will be held on **Wednesday, the 30th day of September, 2026 at 3.00 p.m.**, at the Registered Office of the Company, situated at Mumbai-Pune Road, Akurdi, Pune- 411 035, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company, for the Financial Year ended on 31st March, 2026, together with the Board's Report and Auditors' Report thereon.

SPECIAL BUSINESS

2. **Approval of appointment of Mr. Makarand Padmakar Kanade (DIN: 11526223), as a Director and Whole-time Director (Executive Director) of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 161(1), 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the relevant Rules made thereunder, and pursuant to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Makarand Padmakar Kanade (DIN: 11526223), as Whole-time Director (Executive Director) of the Company to hold office for a term of 5 (five) years commencing from 25th February, 2026 upto 24th February, 2031, who was appointed as an Additional Director and Whole-time Director (Executive Director) of the Company by the Board of Directors in its meeting held on 25th February, 2026. Further, with effect from 1st August, 2026 his appointment is subject to the following terms and conditions including remuneration:

Remuneration:

- A. Salary including allowances of ₹ 14,42,916/- (Rupees Fourteen Lakh Forty-two Thousand Nine Hundred Sixteen Only) per month plus annual merit-based increments as may be decided by the Board, during his tenure.
- B. **Performance Pay:**
7.5% of Monthly Gross Salary i.e. ₹ 1,01,202/- (Rupees One Lakh One thousand Two Hundred and Two Only) per month.
- C. **Perquisites:**
 - i) Leave Travel allowance of ₹ 1,667/- (Rupees One Thousand Six Hundred and Sixty Seven Only) per month (part of CTC), in accordance with the rules of the Company.

- ii) Medical Insurance Policies for self and family upto an amount of ₹ 10,00,000/- (Rupees Ten Lakh Only) and Personal Accident cover of 50 times of basic salary.
- iii) Mobile Bill reimbursement facility of ₹ 650/- (Rupees Six Hundred Fifty Only) per month.
- iv) Contribution to Provident Fund amounting to ₹ 34,194/- (Rupees Thirty Four Thousand One Hundred Ninety Four Only) per month and Superannuation Fund of ₹ 42,743/- (Rupees Forty Two Thousand Seven Hundred Forty Three Only) per month, as per the scheme prevalent or as amended / modified / substituted from time to time by the Company.
- v) Gratuity amount of ₹ 13,707/- (Rupees Thirteen Thousand Seven Hundred Seven Only) per month, in accordance with the rules of the Company.
- vi) Encashment of leave, at the end of the tenure, as per the rules of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary or increase the aforesaid remuneration including, annual merit-based increments, perquisites, allowances, if any, as it may deem fit and proper, without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **Contribution to bona fide charitable and other funds.**

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 (**"the Act"**) and other applicable provisions, if any, of the Act, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for contributing, to bona fide charitable and other funds etc., as would be approved by the Board of Directors of the Company (hereinafter referred to as the 'Board') in any financial year, in one or more tranches, from time to time, up to an amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores Only), notwithstanding the fact that the said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of the Act during the three years immediately preceding the current Financial Year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorize any of the Directors and/or other officials of the Company to take necessary actions on behalf of the Company in this regard."

4. Ratification of remuneration to be paid to Cost Accountants.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune, who are appointed by the Board of Directors of the Company, to verify and review the cost records of the Company for the Financial Year 2026-27, be paid remuneration of ₹ 2,10,000 (Rupees Two Lakhs Ten Thousand Only) plus taxes at actuals, if any.”

NOTES:

1. Any Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and a proxy need not be a member of the Company. Proxy Forms, attendance slip and the route map are annexed to this Notice.

The duly completed Proxy Forms, in all respects, must be received by the Company, at its Registered Office, before 48 hours of the scheduled time and date of the AGM. Any incomplete proxy form, not received before 48 hours, before the time and date of the scheduled Annual General Meeting, irrespective of method of delivery should not be acceptable and the concerned individual, appointed as the proxy will not be permitted to attend the Meeting.

2. As per applicable provisions of the Companies Act, 2013, Notice along with the Financial Statements are being sent to the Shareholders.
3. Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to address their questions to the Company Secretary of the Company at jhi.secretarial@jayahind.com, so as to reach at least 7 clear days (working days) before the date of the Meeting so that the information required may be made available at the Meeting. Any request for details or any query not received, in the above referred manner or at least 7 clear days (working days), before the date of meeting, may not be responded.

4. The Statement, setting out the material facts, pursuant to Section 102 of the Act, concerning the Special Business mentioned in the Notice, is annexed hereto.
5. The Registers maintained and required to be kept open for inspection during the AGM as per the Act, will be made available for inspection by the Members during the AGM.
6. The Corporate Identification Number of the Company is U74999PN1947PTC005480.
7. The Directors' Identification Number of the Directors are as follows:

S. No.	Name of Director	DIN
1	Mr. Abhaykumar Navalmal Firodia	00025179
2	Mr. Prasan Abhaykumar Firodia	00029664
3	Mrs. Indira Abhaykumar Firodia	00035115
4	Mrs. Sunanda Sudhir Mehta	00289624
5	Mrs. Shribala Sagar Chordia	00041557
6	Mr. Pradeep Kanakmal Munot	00044924
7	Mr. Makarand Padmakar Kanade	11526223

By Order of the Board of Directors
For **Jaya Hind Industries Private Limited**

Prasan Abhaykumar Firodia

Managing Director
DIN : 00029664

Date : 31st August, 2026
Place : Pune

Registered Office :

Mumbai - Pune Road,
Akurdi, Pune - 411 035
CIN : U74999PN1947PTC005480.
Website: www.jayahind.com
Phone: (Board) +91 20 27473981

STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT'), SETTING OUT MATERIAL FACTS CONCERNING EACH ITEM OF THE SPECIAL BUSINESS, AS PROPOSED IN THE NOTICE.

Item No. 2

Pursuant to the provisions of Section 161(1) of the Act, the Board of Directors in its meeting held on 25th February, 2026, considered and approved the appointment of Mr. Makarand Padmakar Kanade (DIN: 11526223), as an Additional Director of the Company, to hold the office upto this 80th AGM.

Further, in the same meeting, the Board considered and approved the proposal for appointment of Mr. Kanade as a Wholetime Director (Executive) in place of Mr. Mohindar Singh Bhogal (whose tenure ended on 6th April, 2026), to hold the office for a period of five (5) years, effective from 25th February, 2026, without payment of any remuneration, subject to the approval of the members in this 80th AGM.

Subsequently, the Board of Directors in its Meeting held on 25th June, 2026, re-considered the appointment terms of Mr. Kanade and approved the payment of monthly remuneration amounting to ₹ 15,44,118 /- (Rupees Fifteen Lakh Forty-Four Thousand One Hundred and Eighteen Only) including monthly PLR at the rate of 7.5% of Monthly Gross Salary, with effect from 1st August, 2026, along with perquisites more specifically detailed in the Resolution mentioned at Item No. 2 of the Notice, subject to the approval of members in this 80th AGM.

Mr. Kanade, aged 58 years, possesses a Bachelor's degree in Mechanical Engineering and is also associated with the group Companies for more than two decades.

Considering his expertise in the field of automobile, engineering, research and development, quality and comprehensive knowledge about the business structure and operations of the Company and other Group Companies, it would be in best interest of the Company to appoint Mr. Kanade as Wholetime Director (Executive) of the Company.

It is proposed to seek the Members' approval for the appointment and payment of remuneration to Mr. Kanade as the Wholetime Director (Executive), in terms of the applicable provisions of the Act.

No formal contracts, except the resolution passed by the Board of Directors and in the General Meeting, are expected to be executed with the Wholetime Director (Executive). As any other Director, Wholetime Director (Executive) shall be entitled to resign from the services by submitting resignation and no other fee or any compensation is payable to him by the Company for termination of this arrangement.

Mr. Kanade is not disqualified from being appointed as Director in terms of Section 164 of the Act and being eligible offers himself for appointment.

In case of loss or inadequacy of profit, a minimum remuneration as per the provisions of the Schedule V of the Act, is proposed to be paid to Mr. Kanade. Considering the experience, previous salaries drawn by Mr. Kanade and salary structure of the management level employees, the Board is of the opinion that the remuneration to be paid to Mr. Kanade is reasonable and justified.

The Company has not made any default in respect of repayment of any debt, including but not limited to, public deposits, debentures, interest thereon or dues to banks or financial institutions.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Kanade.

The required details as per the Secretarial Standards ("SS-2") is provided at Annexure-A of this Notice.

Except Mr. Kanade and/ or his relatives, none of the Promoters or Directors or Key Managerial Personnel of the Company/ their relatives is, in any way concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the passing of resolution as a **Special Resolution** as set out in Item No. 2 for the approval of the Members of the Company.

Item No. 3

Considering Company's sustainability and corporate responsibility commitments and active support to the social and environmental initiatives, it is likely, that your Company may come across the proposals to make contributions to bona fide charitable and other funds etc. in excess of the 5% limits of the Company's average net profits for the three immediately preceding financial years.

In terms of the provisions of Section 181 of the Act, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years requires prior approval of the Members of the Company.

Therefore, approval of the Members of the Company is being sought as an enabling authorization, for making contributions to charitable and other funds, pursuant to Section 181 of the Act, enabling the Board of Directors to contribute or otherwise provide assistance from

time to time up to an amount not exceeding to ₹ 50,00,00,000/- (Rupees Fifty Crores only) in any financial year, to any bona fide charitable and other funds etc., notwithstanding that such amount in any financial year may exceed the limit of 5% of the average net profits for the three immediately preceding financial years of the Company.

None of the Promoters or Directors or Key Managerial Personnel of the Company/ their relatives is, in any way concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the passing of resolution as an **Ordinary Resolution** as set out in Item No. 3 for the approval of the Members of the Company.

Item No. 4

The Board of Directors, at its meeting held on 25th June, 2026, had approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, Pune, to conduct verification and review of the cost records of the Company, for the Financial Year 2026-27, at a remuneration of ₹ 2,10,000/- (Rupees Two Lakhs Ten Thousand only) plus taxes at actuals.

Considering the applicable provisions of the Act and Rules made there under, approval of Members of the Company is being sought, as a matter of caution, by ordinary resolution for ratification of remuneration payable to Cost Accountants, though the said Cost Accountants are not appointed to audit the Cost Records of the Company.

None of the Promoters or Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, except to the extent of their respective shareholding if any, in the Company, in the said resolution.

The Board recommends the passing of resolution as an **Ordinary Resolution** as set out in Item No. 4 of this Notice for the approval of the Members of the Company.

By Order of the Board of Directors
For **Jaya Hind Industries Private Limited**

Prasan Abhaykumar Firodia
Managing Director
DIN : 00029664

Date : 31st August, 2026
Place : Pune

Registered Office :
Mumbai - Pune Road,
Akurdi, Pune - 411 035
CIN : U74999PN1947PTC005480.
Website: www.jayahind.com
Phone: (Board) +91 20 27473981

'Annexure-A'**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING:**

[Pursuant to Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. Makarand Padmakar Kanade
Director Identification Number	11526223
Date of Birth (Age)	26th November, 1967 (58 Years)
Date of first appointment on the Board	25th February, 2026
Educational Qualification	Bachelor's degree in Mechanical Engineering.
Experience	Mr. Kanade is associated with the group Companies for more than two decades and has expertise in the field of automobile, engineering, research and development, quality and comprehensive knowledge about the business structure and operations of the Company and other Group Companies.
Terms and conditions of appointment or re-appointment	As per the Special Resolution set out at Item No. 2 in the Notice convening the Annual General Meeting.
Remuneration last drawn; and proposed to be paid	As mentioned in the Special Resolution set out at Item No. 2, seeking approval for appointment as the Whole time Director (Executive).
No. of shares held in the Company	NIL.
Number of meetings of the Board attended during the year	Not Applicable, as Mr. Kanade was appointed as Director at the last board meeting of FY 2025-26.
Directorships held in other companies	NIL.
Memberships/Chairmanships of committees of other companies	NIL.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None.

JAYA HIND INDUSTRIES PRIVATE LIMITED

CIN: U74999PN1947PTC005480

Registered Office: Mumbai-Pune Road, Akurdi, Pune-411 035

Tel: +91 (20) 27473981, Website: www.jayahind.com



PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74999PN1947PTC005480
Name of the Company : JAYA HIND INDUSTRIES PRIVATE LIMITED
Registered Office : Mumbai-Pune Road, Akurdi, Pune - 411 035.
Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No/ Client Id : _____
DP ID : _____

I/We, being the member(s) of shares of the above named company, hereby appoint-

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held on **Wednesday, the 30th day of September, 2026 at 3.00 p.m.**, at the Registered Office of the Company at Mumbai - Pune Road, Akurdi, Pune - 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description
Ordinary Business	
1)	To consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2026, together with the Board's Report and Auditors' Report thereon.
Special Business	
2)	Approval of appointment of Mr. Makarand Padmakar Kanade (DIN: 11526223), as a Director and Whole-time Director (Executive Director) of the Company.
3)	Contribution to bona fide charitable and other funds.
4)	Ratification of remuneration to be paid to Cost Accountants.

Signed this day of 2026

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

JAYA HIND INDUSTRIES PRIVATE LIMITED

CIN: U74999PN1947PTC005480

Registered Office: Mumbai-Pune Road, Akurdi, Pune-411 035

Tel: +91 (20) 27473981, Website: www.jayahind.com**ATTENDANCE SLIP****Sr. No.:**

Registered Folio No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We record my/our presence at the '80th Annual General Meeting' of the Company to be held on Wednesday, the 30th day of September, 2026 at 3.00 p.m., at Mumbai - Pune Road, Akurdi, Pune – 411 035.

Member's/ Proxy's name in Block letters

Member's/ Proxy's Signature

Note: Please fill in the name and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the Meeting.**JAYA HIND INDUSTRIES PRIVATE LIMITED**

CIN: U74999PN1947PTC005480

Registered Office: Mumbai-Pune Road, Akurdi, Pune-411 035

Tel: +91 (20) 27473981, Website: www.jayahind.com**ATTENDANCE SLIP****Sr. No.:**

Registered Folio No.	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares	

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We record my/our presence at the '80th Annual General Meeting' of the Company to be held on Wednesday, the 30th day of September, 2026 at 3.00 p.m., at Mumbai - Pune Road, Akurdi, Pune – 411 035.

Member's/ Proxy's name in Block letters

Member's/ Proxy's Signature

Note: Please fill in the name and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the Meeting.

ROUTE MAP

Pune Station, Deccan Gymkhana to Jaya Hind Industries Private Limited, Akurdi

