JK MAINI PRECISION TECHNOLOGY LIMITED

(FORMERLY KNOWN AS JKFEL TOOLS AND TECHNOLOGY LIMITED)
(CIN: U25933MH2024PLC417852)
Registered Office: C/O Raymond Limited, Pokhran Road No 1, Jekegram, Near Cadbury Junction, Thane, Maharashtra - 400606

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 3rd Annual General Meeting of the members of JK Maini Precision Technology Limited *(formerly known as JKFEL Tools And Technology Limited)* will be held on **Friday, September 18, 2026, at 11:00 a.m.** through other audio video means/ video conferencing and the deemed venue of the meeting shall be at the registered office of the Company situated at C/O Raymond Limited, Pokhran Road No 1, Jekegram, Near Cadbury Junction, Thane –400606, to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Nagesh Basavanhalli who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Rajiv Bansal who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **TO RATIFY REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2026-27:**

   To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

   “RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as approved by the Board of Directors of the Company, remuneration up to ₹4.25 Lakhs (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s R. Nanabhoy & Co., Cost Accountants, (Firm Registration Number: 7464) to conduct the audit of the cost records under the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the Financial Year 2026-27, be and is hereby ratified and confirmed; and

   RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Shri Rakesh Darji, Authorised Representative of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **TO APPROVE INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c)**

   To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

   “**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the ‘Act’) and other applicable provisions, if any, read with the Rules made thereunder (including any statutory modifications or re-enactments thereof), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or Holding Company / Ultimate Holding Company and/or associate Company or Group Company and/or any body corporate/ entity/entities and/or authority/authorities or any other persons, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, for an aggregate amount not exceeding Rs.3,000 Crores (Rupees Three Thousand Crores only), notwithstanding that money to be borrowed together with money already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of paid-up share capital, its free reserves and securities premium account of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to finalize and settle any questions or related matters and further to sub-delegate such powers to any committees or an individual and to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient and to settle any question, difficulty or doubt that may arise, to give effect to the above resolution;

6. **TO APPROVE INCREASE IN THE LIMITS FOR CREATION OF CHARGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a)**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions (if any) of the Companies Act, 2013 and Rules made thereto (including any statutory modifications or re-enactments thereof), the consent of the shareholders of the Company be and is hereby accorded, to the Board of Directors, to pledge, mortgage, hypothecate and/or charge, on pari passu basis or all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness (excluding interest chargeable thereon) secured by the assets of the Company does not exceed a sum of Rs.3,000 Crores (Rupees Three Thousand Crores Only);

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to finalize and settle any questions or related matters and further to sub-delegate such powers to any committees or an individual and to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient and to settle any question, difficulty or doubt that may arise to give effect to the above resolution;

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to file relevant forms, if required, with the Registrar of Companies."

7. **TO APPROVE PAYMENT OF PROFIT LINKED COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR FY 2025-26**:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") along with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other law/rules/regulations as may be applicable, basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members, be and is hereby accorded for the payment of commission to the Non-Executive Directors of the Company for FY 2025-26, which shall constitute not more than 1% of net profits of the Company, as per details herein below:

Rs. In Lakh

Sr. No.	Name of Director	Designation	Amount
1	Mr. Nagesh B	Non-Executive Director	12.00
2	Mr. Rajiv Bansal	Non-Executive Director	12.00
3	Mr. K Narasimha Murthy	Independent Director	12.00
4	Mr. Gautam Sen	Independent Director	12.00
5	Mr. Ajoy Mehta	Independent Director	12.00
6	Mrs. Rashmi Mundada	Independent Director	12.00
7	Mr. Gautam Maini	Managing Director	Nil
8	Mr. Sandeep Kumar Maini	Non-Executive Director	Nil
9	Mr. Sanjeev Sharma	Jt. Managing Director	Nil

RESOLVED FURTHER THAT the above commission shall be in addition to any other remuneration or fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

8. **TO APPROVE PAYMENT OF PROFIT LINKED COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR FIVE YEARS FROM FINANCIAL YEAR 2026-27 ONWARDS**:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for the payment of commission of a sum not exceeding 1% of the annual net profits of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Act, to such Directors of the Company (other than Executive Directors) in such proportion and manner as may be decided by the Board of Directors, **for a period of five (5) years** and such payment shall be made in respect of the profits of the Company for the financial years commencing from April 1, 2026 to March 31, 2031;

RESOLVED FURTHER that the above remuneration shall be in addition to the fees payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

9. **TO APPOINT MR. SANJEEV SHARMA (DIN: 10668060) AS A DIRECTOR AND JOINT MANAGING DIRECTOR**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Sanjeev Sharma** (DIN: 10668060), who based on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director (Executive) designated as Joint Managing Director & Chief Executive Officer of the Company by the Board of Directors of the Company at their meeting held on March 09, 2026 with effect from said date till the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 161(1) of the Act from a member proposing his candidature for the Office of Director, be and is hereby appointed as a Joint Managing Director of the Company, and that he shall be liable to retire by rotation;

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read together with Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereof for the time being in force, the Articles of Association of the Company and on the basis of recommendation of

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the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the appointment of **Mr. Sanjeev Sharma** (DIN: 10668060) as the Joint Managing Director designated as Chief Executive Officer of the Company for a period of 5 (five) years from March 18, 2026 to March 17, 2031, be and is hereby approved, on such terms and remuneration as set out in the explanatory statement.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjeev Sharma per annum for a period of three years from March 18, 2026 to March 17, 2029 shall not exceed the limits prescribed under Section 197 of the Act for all executive directors taken together, if applicable;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof.

RESOLVED FURTHER THAT in the event of an absence or inadequacy of profits in any financial year during his tenure, the remuneration proposed herein shall be paid as the minimum remuneration;

RESOLVED FURTHER THAT Mr. Sanjeev Sharma shall be eligible for annual increments in accordance with the Group's policy, subject to the overall limits approved by the shareholders, the recommendation of the Nomination and Remuneration Committee, and the approval of the Board (which tem shall deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution);

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. **TO APPOINT MR JATIN KHANNA (DIN: 07089135) AS A DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Jatin Khanna** (**DIN: 07089135**), who based on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company by the Board of Directors of the Company at their meeting held on March 09, 2026 with effect from said date till the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 161(1) of the Act from a member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, and that he shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Mr. Rakesh Darji, Authorised Representative of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

11. **TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Articles of Association of the Company be altered by adding the following new Article [Article No.]:

Article 37A. : Issue of Shares / Rights under ESOP / ESAR

37A. Notwithstanding anything contained in these Articles, but subject to the provisions of the Companies Act, 2013, and applicable rules, the Company may, from time to time, create, offer, issue, and allot equity shares, stock options, stock appreciation rights, or other share-based benefits to its present or future employees or directors, under one or more Employee Stock Option Plans (ESOP) or Stock Appreciation Rights (ESAR) Schemes, on such terms and conditions as the Board of Directors may decide."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

By Order Of The Board Of Directors
For JK Maini Precision Technology Limited
(*Formerly Known As JKFEL Tools and Technology Limited*)

April 30, 2026
Mumbai

Nagesh Basavanhali
Chairman
DIN: 01886313

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the businesses under Item No.4 to Item No.11 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required under Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2024 dated, September 19, 2024, ("MCA Circulars") had allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility up to September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. Further, MCA vide General Circular No. 3/2025 dated September 22, 2025, has decided to allow companies to conduct their AGMs through VC/ OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. In compliance with these Circulars, and the provisions of the Act the 3rd AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Shareholders at a common venue.

3. In terms of the MCA Circulars, physical attendance of Shareholders has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Shareholders under Section 105 of the Act will not be available for the 3rd AGM. However, pursuant to Section 113 of the Act, representatives of the Shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the 3rd AGM through VC/ OAVM facility and e-voting during the 3rd AGM and the such representatives attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., September 11, 2026, will be entitled to vote at the Meeting.

5. In terms of the MCA Circulars, the Notice of the 3rd AGM and Annual Report for the financial year ended March 31, 2026 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants ("DPs")/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ('MUFG'), Registrar & Share Transfer Agent (RTA) and will also be available on the website of the Company at www.jkmaini.in, and also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com. Since the 3rd AGM will be conducted through VC / OAVM, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

6. The Registrar and Transfer Agent of the Company is MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). The e-mail address of the RTA is investor.helpdesk@in.mpms.mufg.com.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI, read with MCA Circulars, the Company is providing remote e-voting facility to its Shareholders in respect of the business to be transacted at the 3rd AGM and facility for those Shareholders participating in the 3rd AGM to cast vote through e-voting system. For this purpose, NSDL shall provide the facility of voting and participation through VC/ OAVM facility.

8. Shareholders may join the 3rd AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the Shareholders from 10:30 A.M. (IST) i.e. 30 minutes before the time scheduled to start the 3rd AGM.

9. Attendance of the Shareholders participating in the 3rd AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection through electronic means by the Shareholders during the AGM. All documents referred to in the Notice will also be available for inspection during working hours on all business days without any fee by the Shareholders from the date of circulation of this Notice up to the date of AGM. Shareholders seeking to inspect such documents can send an email to rakesh.darji@raymond.in with subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.

11. General instructions for accessing and participating in the AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting are given on the following pages.

Instructions for Members for Remote e-Voting and joining the AGM are as under:

The remote e-Voting period will commence from Monday, September 14, 2026 at 09:00 A.M. (IST) and end on Thursday, September 17, 2026 at 5:00 P.M (IST). During this period, members of the Company, holding shares in dematerialized form, as on the cut-off date i.e., Friday, September 11, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of Members	**Login Method**
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

	or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or
	joining virtual meeting & voting during the meeting. 5. Members/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The

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	system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139792 then user ID is 139792001***

5. Password details for Members other than Individual Members are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your

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email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**

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

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. EVEN of the Company is 139792.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members for e-Voting

1. Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/ Password**?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager– NSDL at evoting@nsdl.com or contact at NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051.

Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolution set out in this notice:

1. In case shares are held in physical form, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned

copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) to the Company's email address at rakesh.darji@raymond.in

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to the Company's email address at rakesh.darji@raymond.in. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., **Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.**
3. Alternatively, Members/ members may send a request to NSDL at evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under:-

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

Instructions for Members for participating in the AGM through VC/ OAVM are as under:

1. The Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Members/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the Members will be able to see the link of "VC/ OAVM" placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the Members will be able to attend the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
5. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at rakesh.darji@raymond.in at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
6. Members, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at rakesh.darji@raymond.in at least 48 hours in advance before the start of the meeting. Those Members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.
7. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/ OAVM facility.

Instructions for Members for e-Voting during the AGM are as under:

a. Members may follow the same procedure for e-Voting during the AGM as mentioned above for remote e-Voting.

b. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

c. Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM facility. However, they shall not be entitled to cast their vote again.

d. The helpline details of the person who may be contacted by the Members needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

   Shri Sanjeev Yadav, Assistant Manager or Smt. Pallavi Mhatre, Senior Manager, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051 at the designated email address: evoting@nsdl.com or at telephone no.: 022-48867000. Members may also write to the Company Secretary at the Company's email address rakesh.darji@raymond.in.

Other Guidelines for Members

a. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e; Friday, September 11, 2026.

b. Any person who acquires shares of the Company and becomes member after the Notice is sent through e-mail and holds shares as on the cut-off date i.e. Friday, September 11, 2026, may obtain, the User ID and password by sending a request to NSDL at evoting@nsdl.com or the Company's email address at rakesh.darji@raymond.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Members who acquires shares of the Company in demat mode and becomes a Member of the Company after sending of the Notice and holds shares as on the cut-off date i.e. Friday, September 11, 2026, may follow steps mentioned in the Notice of the AGM under "Log-in to NSDL e-Voting system."

c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM.

d. During the AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

e. Mr. Dinesh Deora (Membership No. F5683, COP No. 4119) or in his absence Mr. T. Kaushik (Membership No. F10607 COP No. 16207), Partners of DM & Associates Company Secretaries LLP, have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

f. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.jkmaini.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be communicated to the BSE Limited and National

Stock Exchange of India Limited within two working days of the conclusion of the AGM.

10. Electronic copy of the Annual Report for the financial year ended March 31, 2026 along with the Notice of the AGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2026 and Notice of the AGM of the Company, may send request to the Company's email address at rakesh.darji@raymond.in mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the AGM and the Annual Report for the Financial Year ended March 31, 2026 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
    (i) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at rakesh.darji@raymond.in.
    (ii) Members holding shares in demat mode may update the email address through their respective Depository Participant(s) ("DP").

11. You are requested to update your PAN, contact details, Bank account, specimen signature and nomination details, against folio/ demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at www.jkmaini.com and on the website of RTA at https://in.mpms.mufg.com/ in case of holdings in physical form.

12. The Companies Act, 2013 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the Members are advised to dematerialise their holdings.

Pursuant to Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item No.4 to Item No.11 of the accompanying Notice dated April 30, 2026.

ITEM NO. 4:

The Board of Directors at its Meeting held on April 30, 2026, upon the recommendation of the Audit Committee, approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 7464), to conduct the audit of the cost records of the Company at a remuneration of ₹4.25/- Lakh (Rupees Four Lakh Twenty five thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2027.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027 as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, except to the extent of their Shareholding, if any, in the Company, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval by the Shareholders of the Company.

ITEM 5 & 6:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.
Further, under Section 180(1)(a) of the Act, the Board of Directors requires the consent of the Members by way of a Special Resolution to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The creation of a mortgage, charge, or hypothecation on the movable or immovable properties of the Company to secure its borrowings in favor of lenders may be construed as disposing of the whole or substantially the whole of the undertaking.

The Members of the Company, at the Extraordinary General Meeting held on March 18, 2025, had previously accorded their consent to the Board of Directors to borrow funds up to an amount not exceeding Rs.2,000 Crores and to create equivalent charges/mortgages on the Company's assets.

Keeping in view the Company's existing and future financial requirements to support its business operations, business expansion, capital expenditure, working capital needs, and other general corporate purposes, the Company needs to augment its fund requirements by way of borrowings from financial institutions, banks, or other entities.

To secure these proposed enhanced borrowings, the Company will also be required to create security by way of mortgage, pledge, or charge on the movable and/or immovable properties of the Company, both present and future.

Accordingly, the Board of Directors, at its meeting held on April 30, 2026, has proposed to enhance the borrowing limits of the Company under Section 180(1)(c) from the existing Rs.2,000 to Rs.3,000, and simultaneously seeks approval under Section 180(1)(a) to create corresponding charges / mortgages up to this enhanced limit.

Therefore, the approval of the Members is being sought by way of Special Resolutions under Sections 180(1)(c) and 180(1)(a) of the Act to authorize the Board of Directors (which term shall be deemed to include any Committee thereof) to borrow moneys from time to time, up to a maximum amount of Rs.3,000 Crores, and to create necessary charges, mortgages, or hypothecations on the Company's assets to secure such borrowings, notwithstanding that the moneys to be borrowed will exceed the aggregate of the Company's paid-up share capital, free reserves, and securities premium.

The Board of Directors recommends the Special Resolutions set out at Item Nos.5 & 6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding in the Company, if any.

ITEM NO. 7

The Members are informed that during the financial year(s) 2025-26 the Non-Executive Directors of the Company devoted significant time, attention, and expertise to the strategic operations, governance, and guidance of the Company.

Section 197 of the Companies Act, 2013 provides that a company may pay remuneration to its directors (who are neither Managing Directors nor Whole-Time Directors) by way of commission, not exceeding 1% of the net profits of the company if there is a Managing or Whole-Time Director, or 3% of the net profits in any other case, subject to the approval of the shareholders.

Since, after merger this being the first financial year the Company has been considering various aspects before paying the commission, the payment of this commission for the financial year ended March 31, 2026 is being proposed now after review of the Board by Nomination and Remuneration Committee. The net profits for the said financial year, calculated as per Section 198 of the Act, stand at ₹89.24 Lakh, and the proposed commission falls well within the statutory limits.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, recommends the passing of the resolution set out at Item No.7 of the Notice as a Special Resolution.

Disclosure of Interest:

All the Directors of the Company and their relatives may be deemed to be concerned or interested in the resolution set out at Item No. 7 to the extent of the commission that may be received by them.
The Board of Directors recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

ITEM NO. 8

The Non-Executive Directors, including the Independent Directors of the Company, bring a wealth of experience, specialized knowledge, and independent judgment to the table. They play a critical role in ensuring robust corporate governance, driving strategic decision-making, and maintaining strict regulatory compliance. With the increasing complexities of the modern business landscape and the growing regulatory responsibilities under the Companies Act, 2013, the active oversight, commitment, and time required from these Directors have expanded significantly.

To fairly compensate these Directors for their enhanced responsibilities, time commitment, and valuable contributions, and to closely align their interests with the long-term growth and financial health of the business, the Board of Directors deems it appropriate to pay them a profit-linked commission. The proposed remuneration structure will consist of a sum not exceeding one percent of the annual net profits of the Company, computed in strict accordance with the provisions of Section 197 read with Section 198 of the Companies Act, 2013.

If approved by the shareholders, this authorization will remain valid for a period of five financial years, specifically covering the period commencing from April 1, 2026, through March 31, 2031. The exact quantum, proportion, and manner of distribution of this commission among the eligible Non-Executive Directors will be directed and determined by the Board of Directors, or a designated Committee (NRC) thereof, from time to time. Furthermore, this profit-linked commission will be in addition to the standard sitting fees payable to the Directors for attending Board or Committee meetings, as well as the reimbursement of any actual expenses incurred while participating in these meetings or remuneration payable to them in any other form.

Pursuant to the provisions of Section 197 of the Act, a company is required to obtain the approval of its members by way of a Special Resolution in a general meeting to enable the payment of such commission to its Non-Executive Directors. None of the Executive Directors, Key Managerial Personnel, or their respective relatives are concerned or interested, financially or otherwise, in the passing of this resolution.

The Board recommends the Special Resolution as set out in Item No. 8 of the Notice for shareholder approval.

ITEM NO. 9

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee at its Meeting held on March 09, 2026 appointed Mr. Sanjeev Sharma, as an Additional Director / Joint Managing Director and Chief Executive Officer (CEO), for a period of 5 years effective from March 18, 2026 to March 17, 2031 on the terms and conditions including remuneration payable to him during such tenure subject to the approval of the members of the Company.

Mr. Sanjeev Sharma aged 50 years is a seasoned executive with over 24 years of experience in the precision engineering and automotive manufacturing sectors. Backed by an Executive MBA from the Indian School of Business (ISB), a Bachelor of Engineering in Mechanical Engineering from the University of Mysuru, and global certifications from London Business School and Wharton, he brings deep domain expertise in strategic growth, multi-plant operations, and commercial execution. His core capabilities span greenfield and brownfield project execution, global market expansion across NA and Europe, plant consolidation, operational automation, and financial optimization—demonstrated through consistent drives to increase EBITDA and ROCE, optimize Capex budgets, and scale customer bases to include global leaders like Tesla, Ford, GM, Maruti Suzuki, and Honda.

Pursuant to Section 160 of the Act, the Company has received a notice from the holding company signifying its intention to propose Mr. Sanjeev Sharma as candidate for the office of Director of the Company, liable to retire by rotation. As per the declaration made and disclosures obtained from him, he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act.

In terms of Section 196, 197 read with Schedule V of the Act, a Special Resolution is proposed to be passed for appointment for a period of five years and payment of remuneration for a period of three years to Mr. Sanjeev Sharma with effect from March 18, 2026.

The Company has received relevant disclosures from Mr. Sanjeev for his appointment as the Jt. Managing Director (JMD) & Chief Executive Officer (CEO) of the Company.

Also, Mr. Sanjeev Sharma is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any other such authority and is not related to any other Director of the Company.

The Nomination and Remuneration Committee had at its meeting evaluated and recommended the remuneration of Mr. Sanjeev Sharma for the position of Joint Managing Director and Chief Executive Officer of the Company. The Board of Directors had approved the remuneration payable to Mr. Sanjeev Sharma at their meeting held on March 09, 2026 subject to the approval of the members.

Pursuant to the provisions of Section 197 read with rules made thereunder and Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Sanjeev Sharma has been proposed for approval for a period of three years from March 18, 2026 to March 17, 2029 as under.

The details of the proposed remuneration are set out below:

I. Salary:

Fixed Pay component:
The annual remuneration payable to Mr. Sanjeev Sharma at the time of his appointment shall be as under:

Salary Component	**Amount Rs.**
Fixed CTC (A)	2,71,35,712
Annual Retention Bonus (B)	50,00,000
Variable Pay @ 100 % (C)	78,64,294
Total CTC (A+B+C)	**4,00,00,006**

He shall be eligible for an annual increment as per the Remuneration Policy of the Group.

The remuneration of Mr. Sanjeev Sharma shall not exceed Rs. 5.5 Crore till March 17, 2029. Within this ceiling, the Nomination and Remuneration Committee (NRC) is authorized to determine the specific salary structure and components in alignment with shareholder approval.

CATEGORY – B

(i) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961 or any amendment thereto.
(ii) Gratuity payable shall be calculated as per the provisions of the applicable wage code at the relevant point of time.
(iii) Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites. The same shall be payable as per the then prevailing company policy.

CATEGORY - C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

II. Minimum Remuneration:

Notwithstanding any limits of remuneration mentioned in the resolution, in the event of inadequacy of profits under Sections 197, 198 of the Act in any financial year or years, Mr. Sanjeev Sharma, the Jt Managing Director and CEO shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as detailed above for a period of 3 (three) years i.e., from March 18, 2026 to March 17, 2029.

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The statement as required under Section II Part II of the Schedule V of the Act with reference to the Special Resolution as set out at Item No.8 is annexed hereto as ***Annexure- 1***.

The approval of the Members of the Company by way of Special Resolution is being sought for appointment of Mr. Sanjeev Sharma as the Jt Managing Director and CEO for a period of five years and remuneration payable to him for a period of three years from March 18, 2026 to March 17, 2029.

The Board recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Members of the Company.
Mr. Sanjeev Sharma or his relatives does not hold any equity shares of the Company. He is not related to any Director or any Key Managerial Personnel of the Company.

Except Mr. Sanjeev Sharma, none of the other Directors and/ or Key Managerial Personnel of the Company and their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed Resolution except to the extent of their Shareholding, if any, in the Company.

ITEM NO.10

Pursuant to Clause 4.1.1(ii) of the Shareholder Agreement dated November 3, 2023, Raymond Limited (RL) holds the right to appoint a minimum of 3 (three) Directors to the Board of the Company. In exercise of this right, RL has nominated Mr. Jatin Khanna (DIN: 07089135) for appointment as an RL Nominee Director on the Board of the Company.

The Nomination and Remuneration Committee at its meeting held on July 27, 2026 had evaluated the profile, qualifications, experience, and fit-and-proper criteria of Mr. Jatin Khanna and has recommended his appointment as an Additional Director (Non-Executive) to the Board with immediate effect. He was appointed as Additional Director (Non-Executive) by the Board of Directors with effect from July 28, 2025 and he holds the office as an Additional Director up to the date of this Annual General Meeting (AGM).

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member of the Company, proposing the candidature of Mr. Jatin Khanna for the office of a non-executive, non-independent director, to be appointed as such under the provisions of Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

The Company has also received (i) consent in writing from Mr Jatin Khanna to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) an intimation in Form DIR 8 in terms of the of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Jatin Khanna to the effect that he is not disqualified under subsection (2) of Section 164 of the Act; and (iii) a confirmation from Mr. Jatin Khanna that he is not debarred from holding the office of Director pursuant to any order issued by any regulatory authority and that he satisfies the fit and proper criteria as per the Shareholders Agreement.

A brief profile and other details of Mr. Jatin Khanna as required to be provided under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in the **Annexure 2** to this Notice.

The terms and conditions of his appointment and all other material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the Shareholders up to the date of the AGM and any Member interested in inspection may write to rakesh.darji@raymond.in.

The Board of Directors of the Company is of the opinion that Mr. Jatin Khanna possess appropriate skills, experience & knowledge and is in compliance with the provisions of the Act.

The resolution seeks the approval of Shareholders for appointment of Mr. Jatin Khanna as a non-executive, non-independent, director nominated by Raymond Limited with effect from September 18, 2026 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) whose office shall be liable to retire by rotation.

Except Mr. Jatin Khanna being appointee, his relatives and Mr. Nagesh B and Mr. Rajiv Bansal (Nominated Director of Raymond Limited), none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend this resolution for the approval of Shareholders as an Ordinary Resolution.

ITEM NO.11

The Company plans to introduce an Employee Stock Options Plan (ESOP) / Employee Stock Appreciation Rights (ESAR) Scheme. Consequently, the relevant article will need to be amended to include a clause regarding the ESOP/ESAR scheme.

Accordingly, resolution No.11 seeks the approval of the members of the Company to alter Articles of Association of the Company, pursuant to provisions of Sections 14 and 62 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with rule 33 of the Companies (Incorporation) Rules, 2014.

None of the Directors and key managerial personnel of the Company including their relatives are, directly/indirectly, interested (financial or otherwise) in the proposed resolution, except to the extent of their shareholding in the Company.

The Board recommends the passing of the resolution set out at item no.11 as a Special Resolution.

The amended AoA of the Company will be available for inspection at the Registered Office of the Company by any members of the Company during the working hours, till the date of Annual General Meeting.

Annexure-1

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Companies Act, 2013 ("the Act")

I. General Information:

(i) Nature of Industry:

JK Maini Precision Technology (JKMPTL) is a new force in precision manufacturing, born from the strategic integration of three industry leaders: Maini Precision Products Ltd., Ring Plus Aqua Ltd., and JK Files Ltd. Together, these businesses bring decades of proven expertise in precision engineering, world-class manufacturing, and global quality standards. This powerful consolidation has created a unified entity with the scale, capabilities, and vision to drive the future of mobility, infrastructure, and industrial advancement. Backed by the legacy of the Raymond Group, the Company deliver end-to-end solutions across precision components, motion systems, powertrain technologies, engineering and industrial tooling, serving the world's most demanding sectors like automotive, off highway, industrial, railways, power tools and other critical manufacturing sectors. As a global leader in precision engineering, it holds a 25% global market share in steel files and is India's largest HSS drill manufacturer, serving automotive and industrial sectors across 55+ countries. The Company manufactures high-performance steel files, HSS ground flute drills, power tool accessories, automotive components (flywheel ring gears, water pump bearings), and precision-engineered parts for aerospace and defense.

(ii) Date of commencement of commercial production:

The Engineering Unit of JK Files & Engineering Limited was originally started in the year 1949 as engineering division of Raymond. The business is in operation since then. The present Company was formed to consolidate the engineering business of Raymond Group and acquired business of Maini Precision Products Limited. The Company was incorporated on January 22, 2024.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable**

(iv) Financial performance based on given indicators:

This being the first financial year of the consolidated entity after the approval of Scheme of Arrangement in the current financial year, information of merging entity and business is given in the below table.

(Rs. in Crores)

Particulars	**JK Files & Engineering Limited**	**Ring Plus Aqua Limited**	**Maini Precision Products Limited**
	March 31, 2025	**March 31, 2025**	**March 31, 2025**
Revenue	431.70	426.49	971.34
Other income	42.22	257.11	13.97
Total income	**473.93**	**429.06**	**985.31**
Total Expenses	420.26	360.8	895.78
Profit before finance cost and tax	53.67	68.25	89.53
Finance cost	37.12	59.93	29.99
Profit before tax	**16.54**	**8.32**	**59.54**
Tax expense	4.28	2.68	16.73
Profit for the year	**12.25**	**5.64**	**42.81**

(v) Foreign investments or collaborations:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the Directors:

Mr. Sanjeev Sharma, Jt. Managing Director:

(i) Background details:

Mr. Sanjeev Sharma is an experienced executive with an E-MBA from the Indian School of Business and a BE in Mechanical Engineering from the University of Mysuru. He lastly served as the Executive Director and CEO at Engineering Company since December 2024. In this role, he has driven strategic initiatives such as consolidating plants to save an expected INR 200Mn annually, diversifying technology to enhance manufacturing capabilities, and optimizing working capital and capital expenditures. Furthermore, he has accelerated automation and digitization across the organization while fostering a zero-defect quality culture.

Prior to his current role, Mr. Sharma spent over 17 years at an Engineering Company progressing through several leadership positions to become Chief Sales and Marketing Officer, Group Associate Vice President, and Director on the Board. During his tenure, he led market expansion into North America and Europe, significantly increased the customer base by adding major clients like Tesla and Ford, and consistently improved EBITDA margins across the group. His earlier career includes foundational roles in sales, marketing, and regional management at Indoschottle Auto Parts Ltd and Baker Gauges India Ltd, where he developed strong business development skills and managed key OEM accounts.

(ii) Past Remuneration: **NA**

(iii) Recognition or Awards:

Secured several new business awards from Honda (2W & 4W) , Maruti Suzuki (2W & 4W) and Yamaha, bringing Honda 2W to the number 2 customer in revenue, Maruti as number 3 and Yamaha as number 5.

(iv) Job Profile and his suitability:

Mr. Sanjeev Sharma is a strong fit for the role of Joint Managing Director at JK Maini Precision Technology Limited. JK Maini's core focus on high-precision engineering, automotive components, aerospace, and industrial solutions perfectly aligns with Sharma's extensive background in precision engineering, machining, and die casting. Bringing over 17 years of leadership experience from a major Tier-1 precision components supplier and currently serving as the Executive Director, Mr. Sharma has successfully managed substantial business turnovers of up to $340 Mn. His proven track record in driving complex plant consolidations, executing greenfield and brownfield facility expansions, aggressively optimizing CAPEX, and acquiring major global OEM accounts like Tesla, Ford, and Maruti Suzuki equips him with the exact operational and strategic acumen required to scale and lead a globally expanding manufacturing entity like JK Maini.

(v) Remuneration proposed:

The remuneration proposed to be paid to Mr. Sanjeev Sharma is mentioned hereinabove under Item No. 9 of the Explanatory Statement annexed to the Notice.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration of Mr. Sanjeev Sharma has been subjected to peer level benchmarks with the help of survey conducted by the Raymond Group Human Resources. The proposed remuneration is commensurate with the prevailing level for position of Business Leaders.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any: **NA**

III. Other information:

(i) Reasons of loss or inadequate profits:

The Company has sufficient profit for payment of Managerial Remuneration as per the information made available in point no.I (iv) above.

As a matter of abundant precaution, the Special Resolutions mentioned under **item No.9** has been proposed in compliance with the provisions of the Act read with Schedule V to the Act.

(ii) Steps taken or proposed to be taken for improvement:

The Company has taken/ initiated various cost-optimisation measures including integration of operations, curbing discretionary expenses, simplification of non-operational entities and digitalization drive across the organisation to enhance productivity, optimization of finance cost with the bankers, improved terms & conditions with the vendors, etc. apart from various strategies to improve the financial performance of the Company, as indicated in point no. (iii) below.

(iii) Expected increase in productivity and profits in measurable terms:

The Company has taken several key measures that have laid the foundations for an improvement in future:

(a) The Company went through a rigorous refresh of its Strategic Planning Process (SPP) exercise which has clearly articulated and detailed the Company's 3-year strategic plan.
(b) A board level Risk Management Committees has been proposed to be established to oversee risk management from enterprise level and operational point of view.
(c) New organisation structure and recruitment for Senior Level role has been planned to meet the expansion of operations.
(d) Increased focus on employee communication, employee recognition, role clarity & alignment with Company objectives, for better employee engagement scores.

Disclosures: Not applicable

April 30, 2026 Mumbai	**By Order Of The Board Of Directors** **For JK Maini Precision Technology Limited** **('Formerly Known As JKFEL Tools and Technology Limited')** **Nagesh Basavanhalli** **Chairman** **DIN:01886313**

Annexure 2

Name of the Director	**Mr. Nagesh Basavanhalli**	**Mr. Rajiv Bansal**
DIN	01886313	00245460
Date of Birth and Age	23/02/1966; 60 years	02/08/1963; 63 years
Date of appointment	01/08/2025	29/07/2025
Qualifications	BSME, Bangalore University, M.S. , The University of Texas. MBA, reputed Chicago Business School	Retired IAS, IIT Delhi, ICFAI and IIFT.
Experience and Expertise	Over 30 Years of Experience Automotive value chain, specializing in strategy, international market development, M&A, and operations.	Over 36 Years of Experience
Brief Resume	Nagesh Basavanhalli is a seasoned global business leader with nearly 30 years of experience across the automotive value chain, specializing in strategy, international market development, M&A, and operations. An alumnus of Bangalore University, The University of Texas, and the University of Chicago Booth School of Business, he has spent over 16 years in executive P&L roles. His past leadership positions include President and Managing Director of Fiat Chrysler Automobiles India, Group President at Alliance Tire Group, and CEO within the Hinduja Group. Since joining Greaves Cotton Limited in 2016, Mr. Basavanhalli has spearheaded the company's transformation from a traditional B2B engine manufacturer into a clean mobility ecosystem. As former Managing Director and current Non-Executive Vice Chairman, he drove expansion into Ampere Electric Vehicles, Greaves Retail, and Greaves Finance, while securing a $220 million investment from Abdul	Mr. Rajiv Bansal is a retired 1988-batch IAS officer with over 36 years of distinguished public service. An alumnus of IIT Delhi with advanced qualifications in finance and international business, he served as Secretary to the Government of India in the Ministry of Civil Aviation until August 2023. Throughout his career, he held leadership positions including Chairman and Managing Director of Air India, Additional Secretary in the Ministry of Petroleum and Natural Gas, Joint Secretary in the Ministry of Electronics and Information Technology, and CEO of both the National Internet Exchange of India and the Investor Education and Protection Fund Authority. He also served as a Government Nominee Director on the boards of major public sector enterprises such as ONGC, BPCL, GAIL, and BHEL. In November 2023, Mr. Bansal joined the National Institute for Smart Government. He currently serves on the World Economic Forum Advisory Council on Artificial Intelligence and

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	Latif Jameel. He currently serves on the boards of Greaves Cotton Limited, Ampere Vehicles, and Breach Candy Hospital Trust.	on commercial mediation expert councils for ONGC, GAIL, and OIL. With extensive expertise in mergers and acquisitions, disinvestments, digital transformation, and technology, his primary focus spans the aviation, petroleum, natural gas, and energy sectors.
Number of meetings of the Board attended during the year (FY 2025-26)	4 out of 7	4 out of 7
List of Directorship held in all the companies	1. JK Maini Global Aerospace Limited	1. BSE Limited 2. CARE Ratings Limited 3. Mahindra Agri Solutions Limited 4. CARE ESG Ratings Limited 5. JK Maini Global Aerospace Limited
List of Membership / Chairmanship of Committees of Board held in all the Companies	Nil	NRC Committee: 1. JK Maini Global Aerospace Limited (Member) RMC Committee: 1. JK Maini Global Aerospace Limited (Chairperson)
Listed entities from which the person has resigned in the past 3 years	1. Greaves Cotton Limited	Nil
Shareholding in JK Maini Precision Technology Limited	-	-
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company
Terms and Conditions of appointment/ re-appointment	As approved by the Board/Shareholders.	As approved by the Board/Shareholders.
Details of remuneration last drawn (in FY 2025-26)	Sitting Fees : Rs.3.5 Lakh Commission : Rs.12 Lakh	Sitting Fees : Rs.3.5 Lakh Commission : Rs.12 Lakh
Details of remuneration sought to be paid	Sitting Fees and Commission as decided by the Board	Sitting Fees and Commission as decided by the Board
Justification for choosing the appointee for appointment as Independent Director	Not applicable	Not applicable

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Name of the Director	Mr. Sanjeev Sharma	Mr. Jatin Khanna
DIN	10668060	07089135
Date of Birth and Age	10/11/1976; 49 years	24/12/1978; 47 years
Date of appointment	18/03/2026	28/07/2026
Qualifications	MBA (PGPMAX), Indian School of Business B.E. Mechanical, University of Mysuru Special Certifications: Global Strategy and Innovation – London Business School M&A and Competitive Marketing Strategy – Wharton Kaizen and Lean Manufacturing – AOTS, Japan Handling Multi-Cultural Global Business – Germany	Postgraduate Program in Management for Senior Executives (PGPMAX): Indian School of Business (ISB), Hyderabad Chartered Accountant (CA): The Institute of Chartered Accountants of India (ICAI) Bachelor of Commerce (B.Com)
Experience and Expertise	Over 24 years of experience in the precision engineering and automotive manufacturing sectors. He has deep domain expertise in strategic growth and market expansion, multi-plant operations and optimization, Automation & Quality Transformation, Financial & Commercial Management and Crisis Leadership & Mergers/Projects.	Over 20 years of experience in Raising Equity and Structured Financing, Corporate Restructuring, Investor Relations, Financial Planning & Analysis, Financial Controlling and Management reporting.
Brief Resume	Mr. Sanjeev Sharma aged 50 years is a seasoned executive with over 24 years of experience in the precision engineering and automotive manufacturing sectors. Backed by an Executive MBA from the Indian School of Business (ISB), a Bachelor of Engineering in Mechanical Engineering from the University of Mysuru, and global certifications from London Business School and Wharton, he brings deep domain expertise in strategic growth, multi-plant operations, and commercial execution. His core capabilities span greenfield and brownfield project execution, global market expansion across NA and Europe, plant consolidation, operational automation, and financial optimization—demonstrated through consistent drives to increase EBITDA and ROCE, optimize Capex budgets, and scale customer bases to include global leaders like Tesla, Ford, GM, Maruti Suzuki, and Honda.	Mr. Jatin Khanna has been with the Raymond Group for over 4 years and manages Corporate Development function for the Group. In this role, he works with Chairman and Managing Director on shareholder value creation and corporate governance. He has been instrumental in unlocking value of Raymond Group into 3 listed Companies and expansion of the Group into Aerospace business. He is a versatile leader with around 25 years of experience in raising Equity and Structured financing, Mergers, Acquisitions and Divestitures, Corporate Restructuring, Investor Relations, Corporate and Business Strategy, Financial Planning, Analysis, Financial Controlling, Management reporting. Prior to joining Raymond Group, he was associated with the Max Group for almost 17 years and was the CFO for Max Financial Services Limited and previously, CFO for Max India Limited. He has been recognized for stellar M& A transactions by The CFO Power List 2019and “M&A Atlas Award, 2012”.

Name of the Director	Mr. Sanjeev Sharma	Mr. Jatin Khanna
Number of meetings of the Board attended during the year (FY 2025-26)	Not Applicable	Not Applicable
List of Directorship held in all the companies	Nil	1. Raymond UCO Denim Private Limited 2. JK Maini Precision Technology Limited
List of Membership / Chairmanship of Committees of Board held in all the Companies	Nil	<u>Audit Committee Member:</u> 1. JK Maini Precision Technology Limited <u>CSR Committee Member:</u> 1. JK Maini Precision Technology Limited
Listed entities from which the person has resigned in the past 3 years	Nil	1. Raymond Realty Limited
Shareholding in JK Maini Precision Technology Limited	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company
Terms and Conditions of appointment/ re-appointment	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Details of remuneration last drawn (in FY 2025-26)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	As mentioned in the Explanatory Statement	He will not be eligible to any remuneration as Director of the Company incuding sitting fees and Commission
Justification for choosing the appointee for appointment as Independent Director	As recommended by NRC.	Nominated by Raymond Limited