

# JNK India Limited

(Formerly known as JNK India Private Limited)

CIN: L29268MH2010PLC204223

203 to 206, Centrum, Plot No. C-3, S.G. Barve Road, Wagle Estate,

Thane (W) – 400604, Maharashtra, INDIA Tel : 91-22-68858000

Email: admin@jnkindia.com Website: www.jnkindia.com



Date: January 8, 2026

To, BSE Limited, The General Manager, Department of Listing Operations, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, National Stock Exchange of India Limited, The Manager, Listing Department Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
Scrip code: 544167	Security Symbol: JNKINDIA

Dear Sir/Madam,

## **Sub: Notice of Postal Ballot**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement (“**Notice**”), seeking approval of Members for the Resolutions as mentioned in the Notice dated November 13, 2025 through remote electronic voting (“**E-voting**”).

The Notice is being sent electronically to Members whose names appear in the Register of Members/ List of Beneficial Owners, as received from MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company’s Registrar and Transfer Agent (“**RTA**”) as on Friday, January 2, 2026 (“**Cut-off Date**”) and who have registered their email addresses with the Company/ RTA/ Depositories/ Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (“**MCA**”), including the latest General Circular No. 03/2025 dated September 22, 2025 (“**MCA Circulars**”) and the Circulars issued from time to time by the Securities and Exchange Board of India (“**SEBI**”) (the “**SEBI Circulars**”).

In accordance with the provisions of the MCA Circulars, the Company has arranged for the members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the Notice.

In terms of the MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only and hard copies of the Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members.

The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) for providing E-voting facility to the Members. The procedure / instructions for E-voting is / are given in the Notice. The E-voting facility will be available from Friday, January 9, 2026 at 9.00 a.m. (IST) till Saturday, February 7, 2026 at 5.00 p.m.(IST) The E-voting module shall be disabled by CDSL for voting thereafter.

## **JNK India Limited**

**(Formerly known as JNK India Private Limited)**

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The said Notice is being made available on the website of the Company at <https://www.jnkindia.com> and on the website of CDSL at <https://www.evotingindia.com>

The voting results of Postal Ballot will be declared on or before February 10, 2026.

Please take the above information on your records.

Thanking you,

Yours faithfully,

**For JNK India Limited**

**Ashish Soni**

**Company Secretary & Compliance Officer**

**Enclosure: a/a**

# JNK India Limited

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## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Friday, January 9, 2026 (9:00 a.m. IST)	Saturday, February 7, 2026 (5:00 p.m. IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as “**MCA Circulars**”), to transact special businesses as set out hereunder by passing Ordinary Resolution(s), by way of postal ballot only, by voting through electronic means (“**Remote e-Voting**”).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out inter alia the information as required under the SEBI Listing Regulations, SEBI Master Circular dated November 11, 2024 read with the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)”, other material facts and the reasons/rationale thereof (“**Statement**”) is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms an integral part of this Notice.

In compliance with the MCA Circulars, JNK India Limited (the “**Company**”) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/ its Registrar and Transfer Agent/ Depositories as on Friday, January 2, 2026 (“**Cut-off date**”) Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them

to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

The Notice is also available on the website of the Company at <https://jnkindia.com/> and on the website of CDSL at <https://www.evotingindia.com/>.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on February 7, 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

Summary of proposals placed for approval of the shareholders of the Company through this postal ballot are given below:

SR NO.	PARTICULARS	AMOUNT (INR)
<b>Related Party Transactions – Between JNK India Limited and its related party</b>		
1.	Material Related Party Transactions with JNK Chemdist Technologies Private Limited, subsidiary of JNK India Limited.	70,00,00,000
<b>Related party Transaction – Between related parties of JNK India Limited</b>		
2.	Material Related Party Transactions between JNK Chemdist Technologies Private Limited (“JCTPL”), subsidiary of JNK India Limited, and Chemdist Process Solutions Private Limited (“CPSPL”), related party of JCTPL.	1,22,30,00,000

## **SPECIAL BUSINESS**

### **1. Material Related Party Transactions with JNK Chemdist Technologies Private Limited, subsidiary of JNK India Limited.**

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

**“RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (the **“Act”**), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of JNK India Limited (the **“Company”**), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/ or enter into and/ or execute new contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with **JNK Chemdist Technologies Private Limited (“JCTPL”)**, a subsidiary of the Company, being a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JCTPL, for an aggregate value not exceeding Rs.70,00,00,000, including inter-corporate loans and advances, investment, granting or availing of unsecured working capital loans, availing or rendering of services and other transactions for the purpose of business, entered/ to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard, if any, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s), Committees or any other Officer(s) or Authorised Representative(s) of the Company to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**2. Material Related Party Transactions between JNK Chemdist Technologies Private Limited (“JCTPL”), subsidiary of JNK India Limited, and Chemdist Process Solutions Private Limited (“CPSPL”), related party of JCTPL.**

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

**“RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (the **“Act”**), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of JNK India Limited (the **“Company”**), and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/ or enter into and/ or for the execution new contract(s)/ arrangement(s)/ transaction(s), (whether by way of an individual transaction or a series of transactions taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, between **JNK Chemdist Technologies Private Limited (“JCTPL”)**, subsidiary of the Company, and **Chemdist Process Solutions Private Limited (“CPSPL”)**, related party of JCTPL, and accordingly a related party under regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between them, for an aggregate value not exceeding Rs. 1,22,30,00,000 for purchase of goods/ assets, availing or rendering of services, leasing of assets, and other transactions for the purpose of business entered/ to be entered during the FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**Notes:**

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the “**Act**”) read with Section 110 of the Act and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice **ONLY** in electronic form to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company’s Registrar and Transfer Agent (“**RTA**”) as on Friday, January 2, 2026 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule(s) 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”) and the applicable MCA circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 12 of this Notice.
5. The remote e-Voting shall commence on Friday, January 9, 2026 at 9:00 a.m. (IST) and shall end on Saturday, February 7, 2026 at 5:00 p.m. (IST). During this period, Members of the Company holding equity Shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by Central Depository Services (India) Limited (“**CDSL**”) for voting thereafter.
6. The Board of Directors of the Company has appointed Ms. Suman Sureka (Membership No. 6842, CP No. 4892) of M/s. Suman Sureka & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot.



7. The Scrutinizer will submit her consolidated report to the Chairperson, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-Voting (“**Result**”) within two working days from the conclusion of the postal ballot remote e-Voting. The Scrutinizer’s decision on the validity of votes cast will be final.
8. The Result declared along with the Scrutinizer’s Report shall be placed on the Company’s website at <https://www.jnkindia.com/> and on the website of CDSL at <https://www.evotingindia.com/> immediately after the Result is declared by the Chairperson or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), where the Shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office.
9. The resolutions, if passed by the majority of Members through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e. Saturday, February 7, 2026.
10. Members may download the Notice from the website of the Company at <https://www.jnkindia.com/> or the website of CDSL at <https://www.evotingindia.com/>. A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. The procedure for Remote e-voting is as under:

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Friday, January 9, 2026 (9:00 a.m. IST) and ends on Saturday, February 7, 2026 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 2, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (“ESPs”) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication,</li> </ol>

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 ‘Shareholder/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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will</p>

securities in demat mode) login through their <b>Depository Participants (DP)</b>	be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant JNK India Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at their email address at [sumanmsureka@yahoo.com](mailto:sumanmsureka@yahoo.com) with copy to the Company at the email address [investorrelations@jnkindia.com](mailto:investorrelations@jnkindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [investorrelations@jnkindia.com](mailto:investorrelations@jnkindia.com) or at Investor Queries Link of RTA [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing,

## **JNK India Limited**

(Formerly known as JNK India Private Limited)



25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),  
Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.  
1800 21 09911

**Thanking you,  
Yours faithfully,**

**For JNK India Limited,**

**Ashish Soni  
Company Secretary and Compliance Officer  
Membership Number:**

**Date: November 13, 2025**

**Place: Thane**

**Registered office:**

Unit No. 203,204,205 & 206, Opp. TMC Office,  
Centrum IT Park, Near Satkar Hotel, Thane -West, 400604.

**STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**The following Statement(s) sets out all material facts relating to Resolution No(s). 1 to 2 mentioned in the accompanying Notice:**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction (“**RPT**”) to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“**Standards**”) to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**SEBI Circular**”). The Standards inter alia require listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

It is in the above context that, Resolution No(s). 1 and 2 are placed for the approval of the Members of the Company along with necessary details on the proposed RPTs provided in this Statement.

For the purpose of calculating the total amount of proposed RPTs (as provided in resolution(s) 1 and 2) as a percentage of annual consolidated turnover of JNK India Limited we have considered the Financials of FY 2024-25 as the latest audited Financial Statements of the Company.



**Item No. 1 - Material Related Party Transactions with JNK Chemdist Technologies Private Limited, subsidiary of JNK India Limited.**

**JNK Chemdist Technologies Private Limited (“JCTPL”)** is a subsidiary of JNK India Limited (the “**Company**”) and thus qualifies as a related party under Regulation 2(1) (zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013 (the “**Act**”).

JCTPL is engaged in the business of research and development of green hydrogen technologies and other technologies, marketing, engineering, manufacturing and supply of product/project based on such technologies.

JNK India Limited in the ordinary course of business and at arm’s length basis, enters into various transactions including but not limited to inter-corporate loans and advances, making investment, granting of unsecured working capital loans and other transactions for the purpose of business with JNK Chemdist Technologies Private Limited.

For the FY 2025-26, the aggregate value of the aforesaid transactions is estimated to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. The Annual Consolidated Turnover of the Company for the FY 2024-25 is Rs. 476,64,43,251.

Accordingly, approval of the Members is required for entering into and/ or continuing such material related party transactions.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Whole Time Director and Chief Financial Officer of the Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavourable to the Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

As per the approval granted by the Audit Committee and on the basis of recommendation by the Board, the approval of the Members is required for permitting the Company to continue and/ or enter into such related party transactions with JCTPL up to an aggregate value of Rs. 70,00,00,000 (Rupees Seventy Crores only) during FY 2025-26.

None of the Directors or Key Managerial Personnel (“**KMP**”) of the Company or their relatives is in any way concerned or interested in the resolution, except to the extent of their shareholding or directorship in the Company and JCTPL, if any.

The Board recommends passing the resolution as an Ordinary Resolution.

**Details of the transactions with JNK Chemdist Technologies Private Limited being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular dated November 11, 2024 and applicable provisions of the Act, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the RPT(s), are provided below:**

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
<b><i>I. Details of the related party and transactions with the related party</i></b>			
<b><i>(1). Basic details of the related party</i></b>			
1	Name of the related party	JNK Chemdist Technologies Private Limited (“Subsidiary”/ “Related Party”/ “JNK Chemdist”)	
2	Country of incorporation of the related party	India	
3	Nature of business of the related party	Research and development of green hydrogen technologies and other technologies, marketing, engineering, manufacturing and supply of product/project based on such technologies.	
<b><i>(2). Relationship and ownership of the related party</i></b>			
1	Relationship between the listed entity and the related party.	Related Party is the subsidiary of JNK India Limited	
2	Shareholding or contribution % or profit & loss sharing % of the listed entity, whether direct or indirect, in the related party.	51%	
3	Shareholding of the related party, whether direct or indirect, in the listed entity.  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, (shareholding held by relatives shall also be considered.)	Nil	

(3). Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	FY 2024-2025 (Rupees in Lakhs)		
		S. No	Nature of Transactions	Amount
		1.	Not Applicable	
		Not Applicable as the Related Party was incorporated on August 20, 2025.		
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 551 Lakhs		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Not Applicable as the Related Party was incorporated on August 20, 2025.		
(4). Amount of the transactions (All types of transactions taken together)				
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 7000 Lakhs		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes		
3	Value of the proposed transactions as a percentage of the listed entity's annual turnover for the immediately preceding financial year.	14.69%		

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable as the Related Party was incorporated on August 20, 2025.	
6.	Financial performance of the related party for the immediately preceding financial year:  Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Not Applicable as the Related Party was incorporated on August 20, 2025.	
<b>II. A. . Basic details of the proposed transaction – Giving of Loan (Inter Corporate Deposit)</b>			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loan (Inter Corporate Deposit)	
2	Details of the proposed transaction	Pursuant to the Joint Venture agreement dated July 31, 2025, the Company proposes to give Loan in the form of inter corporate deposit to the related party as and when required to meet its working capital requirements.	
3	Tenure of the proposed transaction	FY 2025-26	
4	Whether omnibus approval is being sought ?	No	

5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>The unsecured loan proposed to be given upto Rs. 3000 Lakhs during the financial year 2025-26.</p>	
6	<p>Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.</p>	<p>The proposed RPT is intended to meet JNK Chemdist's immediate funding requirements. Given the urgent need for liquidity and the time-consuming nature of formal financing channels, the unsecured loan which is pursuant to the JV agreement offers a practical and cost-effective solution without compromising on commercial terms. The transaction is being undertaken on an arm's length basis and in the ordinary course of business, ensuring fairness and transparency. It does not confer any undue benefit to the promoter and is not prejudicial to the interests of public shareholders. On the contrary, it enables the Company to sustain operations and pursue growth opportunities through its subsidiary thereby aligning with the long-term interests of all stakeholders, including public shareholders.</p>	
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p>	<p>Except the directors who are also on the Board of JNK Chemdist, none other Directors/ KMPs have any interest in this transaction.</p> <p>Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka</p>	
	<p>Name and shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Nil</p>	
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>Not Applicable</p>	

9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	
<b>II. B. Information to be provided only if a specific type of Related Party Transactions -Additional details for transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.</b>			
1	Source of funds in connection with the proposed transaction	Normal business operations	
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable	
3	Rate of interest at which the listed entity is borrowing from its bankers/ other lenders.	Not Applicable	
4	Proposed interest rate to be charged by listed entity from the related party.	10.32% (Average cost of capital+0.5% as per JV Agreement dated July 31, 2025)	
5	Maturity / due date	On demand	
6	Repayment schedule & terms	On demand	
7	Whether secured or unsecured?	Unsecured	
8	If secured, the nature of security & security coverage ratio	Not Applicable.	
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by JNK Chemdist for meeting its working capital requirements.	
<b>II. C. Disclosure in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</b>			
1	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	The Related Party was recently incorporated on August 20, 2025 and, as such, does not have any credit rating assigned at present. Accordingly, no standalone, structured obligation (SO), or credit enhancement (CE) rating is available for disclosure.	

2	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> <p><i>For current financial year</i>  <i>For 2024-25</i>  <i>For 2023-24</i>  <i>For 2022-23</i></p>	<p>Not Applicable as the Related Party incorporated on August 20, 2025.</p>	
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**III. A Basic details of the proposed transaction - Giving Corporate Guarantee to the Bank for the credit facilities to be availed by JNK Chemdist Technologies Private Limited**

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Corporate Guarantee to the Bank for the credit facilities to be availed by JNK Chemdist Technologies Private Limited	
2	Details of the proposed transaction	Giving Corporate Guarantee to the Bank for the credit facilities to be availed by JNK Chemdist Technologies Private Limited	
3	Tenure of the proposed transaction	FY 2025-26	
4	Whether omnibus approval is being sought?	No	
5	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 3000 lakhs	
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is intended to support JNK Chemdist's access to bank funding. The guarantee allows the Subsidiary Company to secure the credit facilities on more favourable commercial terms, thereby ensuring timely availability of funds essential for its operational and strategic requirements. Given that the subsidiary's activities are integral to the Company's consolidated business objectives, facilitating such funding is crucial for maintaining business continuity and enhancing group-level efficiency. It does not confer any undue benefit on the promoter group and is not prejudicial to the interests of public shareholders. On the contrary, enables the Subsidiary Company to access cost-effective financing, strengthens the overall financial performance of the group, supports long-term value creation, and aligns with the best interests of all stakeholders, including public shareholders.	

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except the directors who are also on the Board of JNK Chemdist, none other Directors/ KMPs have any interest in this transaction.  Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka	
	Name and shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	
<b>III. B Information to be provided only if a specific type of Related Party Transactions - Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</b>			
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee allows the subsidiary to secure the credit facilities on more favourable commercial terms, thereby ensuring timely availability of funds essential for its operational and strategic requirements. Given that the subsidiary's activities are integral to the Company's consolidated business objectives, facilitating such funding is crucial for maintaining business continuity and enhancing group-level efficiency.	
	(b) Whether it will create a legally binding obligation on listed entity?	Yes	
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety,	Nil	

	indemnity or comfort letter is invoked.		
3	The value of obligations undertaken by the listed entity, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity. Additionally, any provisions required to be made in the books of account of the listed entity shall also be specified.	Upto Rs. 3000 Lakhs  Not Applicable	
<b>III. C Information to be provided only if a specific type of Material Related Party Transactions - Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>			
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party  Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.  b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	The related party was recently incorporated on August 20, 2025 and, as such, does not have any credit rating assigned at present. Accordingly, no standalone, structured obligation (SO), or credit enhancement (CE) rating is available for disclosure.	
2.	Details of solvency status and going concern status of the related party during the last three financial years:  <i>For 2024-25</i> <i>For 2023-24</i> <i>For 2022-23</i>	Not Applicable as the Related Party was incorporated on August 20, 2025.	

3.	<p>The value of obligations undertaken by the listed entity, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity shall also be specified.</p>	<p>Upto Rs. 3000 Lakhs</p> <p>Not Applicable</p>	
4.	<p>Default on borrowings, <b><i>if any</i></b>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>Not Applicable as the Related Party was incorporated on August 20, 2025.</p>	

	For 2024-25 For 2023-24 For 2022-23		
<b>IV. A Basic details of the proposed transaction - Investment in the preference share capital of JNK Chemdist</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment in the preference share capital of JNK Chemdist	
2.	Details of the proposed transaction	Pursuant to the Joint Venture agreement dated July 31, 2025, the Company proposes to invest further amount of upto Rs. 1000 Lakhs in the preference share capital of JNK Chemdist.	
3.	Tenure of the proposed transaction	FY 2025-26	
4.	Whether omnibus approval is being sought?	No	
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The total amount of further investment in the preference shares of JNK Chemdist shall not exceed the amount of Rs. 1000 Lakhs.  Not Applicable.	
6.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Investment is proposed to be made pursuant to the JV agreement dated July 31, 2025. Further, the said investment is not detrimental to the interests of the Company and its public shareholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except the directors who are also on the Board of JNK Chemdist, none other Directors/ KMPs have any interest in this transaction.  Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka	
	Name and shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	

***IV. B. Information to be provided only if a specific type of Related Party Transactions - Additional details for transactions relating to investment made by the listed entity or its subsidiary.***

1.	Source of funds in connection with the proposed transaction	Normal Business Operations	
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:  a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable	
3.	Purpose for which funds shall be utilized by the investee company.	The funds will be utilized by JNK Chemdist for its business purpose.	
4.	Material terms of the proposed transaction.	Investment is proposed to be made pursuant to the JV agreement dated July 31, 2025 on such terms as mentioned in the JV Agreement.	

***IV. C. Information to be provided only if a specific type of Material Related Party Transactions - Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary***

1.	Latest credit rating of the related party  <i>Note:</i>  <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i>  This shall be applicable in case of investment in debt securities.	The Related Party was recently incorporated on August 20, 2025 and, as such, does not have any credit rating assigned at present. Accordingly, no standalone, structured obligation (SO), or credit enhancement (CE) rating is available for disclosure.	
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable	

**Item No. 2. Material Related Party Transactions between JNK Chemdist Technologies Private Limited (“JCTPL”), subsidiary of JNK India Limited, and Chemdist Process Solutions Private Limited (“CPSPL”), related party of JCTPL.**

CPSPL is a related party of JCTPL (subsidiary of JNK India Limited) in terms of Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

CPSPL is carrying the business of manufacturing of various industrial process control equipment.

JCTPL is engaged in the business of research and development of green hydrogen technologies and other technologies, marketing, engineering, manufacturing and supply of product/project based on such technologies.

CPSPL has entered / proposes to enter into various transactions with JCTPL in the ordinary course of business and at arm’s length basis, including but not limited to purchase and sale of goods, subcontracting of work, leasing of assets and any other ancillary and operational transactions as necessary.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Whole Time Director and Chief Financial Officer of the Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavourable to the Company, compared to terms and conditions, had the Company to have entered into similar transaction(s) with an unrelated party.

For the FY 2025-26, the aggregate value of the aforesaid transactions is estimated to exceed the materiality threshold as prescribed under Regulation 23 of the SEBI Listing Regulations. The Annual Consolidated Turnover of the Company for the FY 2024-25 is Rs. 476,64,43,251.

As per the approval granted by the Audit Committee and on the basis of recommendation by the Board, approval of the Members is required for entering into and/ or continuing such material related party transactions for an aggregate value of up to Rs. 1,22,30,00,000 (Rupees One Hundred Twenty Two Crores and Thirty Lakhs only) during FY 2025–26.

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their relatives is in any way concerned or interested in the resolution, except to the extent of their shareholding or directorship in JCTPL, if any.

The Board recommends passing the resolution as an Ordinary Resolution.

**Details of the transactions between JNK Chemdist Technologies Private Limited (“Subsidiary of the Company” / “Subsidiary” / “JNK Chemdist”) and Chemdist Process Solutions Private Limited being a related party of JNK Chemdist Technologies Private Limited, including the information pursuant to Clause 4 of the Standards read with SEBI Circular dated November 11, 2024 and applicable provisions of the Act, if any, and as**



placed before the Audit Committee for consideration while seeking prior approval of the RPT(s), are provided below:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
<b>I. Details of the related party and transactions with the related party</b>			
<b>(1). Basic details of the related party</b>			
1	Name of the related party	Chemdist Process Solutions Private Limited	
2	Country of incorporation of the related party	India	
3	Nature of business of the related party	Manufacturing of various industrial process control equipment.	
<b>(2). Relationship and ownership of the related party</b>			
1	Relationship between the subsidiary and the related party.	Common Director- Mr. Tushar Wagh	
2	Shareholding or contribution % or profit & loss sharing % of the subsidiary, whether direct or indirect, in the related party.	Nil	
3	Shareholding of the related party, whether direct or indirect, in the subsidiary.  Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, (shareholding held by relatives shall also be considered.)	Nil	
<b>(3). Details of previous transactions with the related party</b>			
1	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	FY 2024-2025 (Rupees in Lakhs)	
		S. No	Nature of Transactions
		1.	Not Applicable
		Not Applicable as JNK Chemdist Technologies Private Limited was incorporated on August 20, 2025.	

2	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the subsidiary during the last financial year.	Not Applicable as JNK Chemdist Technologies Private Limited was incorporated on August 20, 2025.	
<b>(4). Amount of the transactions</b>			
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs. 12230 Lakhs	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual turnover for the immediately preceding financial year.	25.66%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable as JNK Chemdist Technologies Private Limited was incorporated on August 20, 2025.	

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	346.81%	
6.	<p>Financial performance of the related party for the immediately preceding financial year:</p> <p>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	<p>Turnover- Rs. 35,26,39,875/-</p> <p>Networth- Rs. 3,19,74,123/-</p>	

***II. A. Basic details of the proposed transaction - Receipt of Subcontracting Work by the Subsidiary from its related party***

1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Receipt of Subcontracting Work by the Subsidiary from its related party.	
2	Details of the proposed transaction	Receipt of Subcontracting Work by the Subsidiary from its related party.	
3	Tenure of the proposed transaction	FY 2025-26	
4	Whether omnibus approval is being sought?	No	
5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	The total amount of proposed transaction for subcontracting work shall not exceed the amount of Rs. 8400 Lakhs.	

6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The RPT relates to sub-contracting work essential for the subsidiary's operational and project requirements. The work is being awarded by related party to Subsidiary Company on an arm's length basis and in the ordinary course of business. JNK India Limited is not a party to this transaction. However, efficient execution of the Subsidiary's operations through this arrangement is expected to enhance its performance, which in turn supports the consolidated value of JNK India Limited and indirectly benefits its public shareholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except the directors who are also on the Board of JNK Chemdist Technologies Private Limited, none other Directors/ KMPs have any interest in this transaction.  Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka	
	Name and shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	
<b><i>II. B. Information to be provided only if a specific type of Related Party Transactions - Additional details for transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</i></b>			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Pursuant to JV agreement dated July 31, 2025.	
2.	Basis of determination of price.	Based on commercial viability of the projects	
3.	In case of Trade advance (of upto 365 days or such period for	Not Applicable	

	<p><i>which such advances are extended as per normal trade practice</i>) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <ul style="list-style-type: none"> <li>a. Amount of Trade advance;</li> <li>b. Tenure;</li> <li>c. Whether same is self-liquidating?</li> </ul>		
<b>III.A. Basic details of the proposed transaction - Purchase of Assets</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Assets	
2.	Details of the proposed transaction	Purchase of Assets	
3.	Tenure of the proposed transaction	FY 2025-26	
4.	Whether omnibus approval is being sought?	No	
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	The total amount for purchase of assets shall not exceed the amount of Rs. 2700 Lakhs	
6.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>The RPT is required for the purchase of the specified asset essential for supporting the Subsidiary's operational and business requirements. The asset is being acquired at terms that are on an arm's length basis and comparable to market conditions, and the transaction is in the ordinary course of business of the Subsidiary. JNK India Limited is not a party to this transaction. However, strengthening the Subsidiary's asset base and operational capacity is expected to enhance its performance, which in turn supports the consolidated value of JNK India Limited and indirectly benefits its public shareholders.</p>	

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except the directors who are also on the Board of JNK Chemdist Technologies Private Limited, none other Directors/ KMPs have any interest in this transaction.  Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka	
	Name and shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Valuation report dated October 29, 2025 & November 11, 2025 received from Mr. Milind S, Joshi, Chartered Engineer.	
9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	
<b>III. B. Information to be provided only if a specific type of Related Party Transactions - Additional details for transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances – Purchase of Asset</b>			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Pursuant to JV agreement dated July 31, 2025.	
2.	Basis of determination of price.	As per valuation report dated October 29, 2025 & November 11, 2025 received from Mr. Milind S, Joshi, Chartered Engineer.	
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:  a. Amount of Trade advance; b. Tenure; c. Whether same is self-liquidating?	Not Applicable.	
<b>IV. A. Basic details of the proposed transaction - Taking office on leave and license basis</b>			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of	Taking office on leave and license basis by JNK Chemdist Technologies Private Limited (Subsidiary of the Company)	

	goods/services, giving loan, borrowing etc.)	from Chemdist Process Solutions Private Limited (related party of Subsidiary).															
2.	Details of the proposed transaction	Taking office on leave and license basis by JNK Chemdist Technologies Private Limited (Subsidiary of the Company) from Chemdist Process Solutions Private Limited (related party of Subsidiary).															
3.	Tenure of the proposed transaction	Five (5) Years															
4.	Whether omnibus approval is being sought?	No															
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<div>Upto Rs. 1130 Lakhs</div> <table><tr><th>Financial Year</th><th>Amount of Rent Upto (Rs. in Lakhs)</th></tr><tr><td>2025-26</td><td>163</td></tr><tr><td>2026-27</td><td>201</td></tr><tr><td>2027-28</td><td>211</td></tr><tr><td>2028-29</td><td>222</td></tr><tr><td>2029-30</td><td>233</td></tr><tr><td>2030-31</td><td>100</td></tr></table>	Financial Year	Amount of Rent Upto (Rs. in Lakhs)	2025-26	163	2026-27	201	2027-28	211	2028-29	222	2029-30	233	2030-31	100	
Financial Year	Amount of Rent Upto (Rs. in Lakhs)																
2025-26	163																
2026-27	201																
2027-28	211																
2028-29	222																
2029-30	233																
2030-31	100																
6.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT relates to JNK Chemdist Technologies Private Limited, the Subsidiary, obtaining premises on leave and licence from Chemdist Process Solutions Private Limited, a related party of the Subsidiary. The transaction is intended to meet Subsidiary company’s operational requirements by securing appropriate premises that support its ongoing business activities and planned expansion. Considering the immediate need for functional space and the limited availability of comparable premises in the desired location, the proposed arrangement offers a practical and commercially efficient solution. The terms of leave and license, including rent, security deposit, tenure, and escalation, have been benchmarked against prevailing market rates to ensure that the arrangement is on an arm’s length basis and in the ordinary course of business. The transaction does not															

		confer any undue benefit on the related party and is not prejudicial to the interests of public shareholders. On the contrary, enabling Subsidiary company to operate from suitable premises enhances operational efficiency, facilitates business continuity, and strengthens group-level performance, thereby aligning with the long-term interests of all stakeholders, including public shareholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Except the directors who are also on the Board of JNK Chemdist Technologies Private Limited, none other Directors/ KMPs have any interest in this transaction.  Name of the Directors who are interested: Mr. Arvind Kamath Mr. Goutam Kishtayya Rampelli Mr. Dipak Kacharulal Bharuka	
	Name and shareholding of the director / KMP, whether direct or indirect, in the related party	Nil	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	All the relevant information have been disclosed in this disclosure	
<b><i>IV.B. Information to be provided only if a specific type of Related Party Transactions - Additional details for transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances - Taking office on leave and license basis</i></b>			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable	
2.	Basis of determination of price.	As per market rates	



# JNK India Limited

(Formerly known as JNK India Private Limited)



3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable	
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**Thanking you,  
Yours faithfully,**

**For JNK India Limited,**

**Ashish Soni  
Company Secretary and Compliance Officer  
Membership Number:**

**Date: November 13, 2025**

**Place: Thane**

**Registered office:**  
Unit No. 203,204,205 & 206, Opp. TMC Office,  
Centrum IT Park, Near Satkar Hotel, Thane -West, 400604.