

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS AT 03/2025-26 EXTRA-ORDINARY GENERAL MEETING OF M/S JAIN INTERNATIONAL POWER LIMITED (THE COMPANY) HELD AT SHORTER NOTICE ON WEDNESDAY, 10TH SEPTEMBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT ROOM NO. 17/B, 2ND FLOOR 24, N.S. ROAD, KOLKATA - 700001 COMMENCING AT 2.00 P.M. AND CONCLUDING AT 3.30 P.M.

1. AUTHORIZATION FOR INITIAL PUBLIC OFFER (IPO)

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("GOI"), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Kolkata, Securities and Exchange Board of India ("SEBI"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Reserve Bank of India ("RBI") or Stock Exchanges and any other applicable laws, policies, rules and regulations, in India or outside India (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the provisions of the Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") (including any statutory modification or reenactment thereof, for the time being in force) and the listing agreement to be entered into with the stock exchange where the equity shares and/or other securities of the Company are proposed to be listed on the SME platform, and subject to any approvals from the Registrar of Companies, Kolkata ("ROC"), SEBI and any other appropriate governmental, statutory and regulatory authorities of India ("Regulatory Authorities") and any third parties, and such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board, the consent and approval of the Members of the Company be and is hereby accorded to create, issue and allot such number of Equity Shares, for cash such that the amount being raised pursuant to the fresh issue and/or offer for sale aggregates Up to ₹ 70 Crores (Rupees Seventy Crores only) or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of

allotment including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the SEBI ICDR Regulations and/or other applicable statutory and/or regulatory requirements, including the issue in terms of Chapter IX of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, Hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, trusts/societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important nonbanking financial companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLM /or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for lock in of Pre-Issue Equity Shares as per the provision of SEBI (ICDR) Regulation, 2018 as amended from time to time, from the date of allotment of shares in the IPO, without being required to seek any further consent.

RESOLVED FURTHER THAT the Board and such other persons as may be authorized by the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation or to provide a discount to the Issue price to retail individual bidders ("Discount"); and to take any and all actions in connection with any Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and that, it is noted/ ratified/ approved that the Board has appointed M/s. Share India Capital Services Private Limited, SEBI Registration Number INM000012537 as the Book Runner Lead Manager to manage the Public Issue solely.

RESOLVED FURTHER THAT pursuant to the aforementioned fund-raising and in order to ensure compliance with applicable legal, regulatory, and listing requirements, the Company shall undertake a capital restructuring as may be necessary or appropriate.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalizing the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the issuing, transfer and allotment of the Equity Shares and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate Bank Account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

- i. details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- ii. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- iii. Our Company shall comply with the requirements of Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the

purpose of giving effect to the above resolutions and any issue, allotment or transfer of Equity Shares pursuant to the Issue, including, without limitation, to the following:

- i. issue, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Issue, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors the terms and conditions of the Issue relating to timing (including opening and closing dates of the Issue, etc.) and pricing (price band, issue price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- ii. to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- iii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, allotment or transfer of Equity Shares;
- iv. giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- v. appointing the BRLM in accordance with the provisions of the Applicable Laws;
- vi. seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue;
- vii. deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, the Issue Price, the price band (including issue price for anchor investors), the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued and transferred in the Issue, the Bid / Issue Opening and Bid/ Issue Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws; approval of the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), the abridged prospectus ("Abridged Prospectus"), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLM, in accordance with the Applicable Laws;
- viii. withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage, after consultation with the BRLM in accordance with the Applicable Laws;
- ix. seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;



- x. appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsels, experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;
- xi. finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines ;
- xii. authorization of the maintenance of a register of holders of the Equity Shares;
- xiii. finalization of the basis of allotment of the Equity Shares, in accordance with Applicable Laws;
- xiv. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
- xv. to issue advertisements in such newspapers as it may deem fit and proper in accordance with SEBI ICDR Regulations and the other Applicable Laws;
- xvi. to determine the price at which the Equity Shares are issued, allocated, transferred and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;
- xvii. to negotiate, finalize, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Issue, legal counsels, auditors, stock exchanges, BRLMs and other agencies/intermediaries in connection with Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- xviii. to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the Applicable Laws;
- xix. to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;



- xx. to do all acts and deeds, and negotiate, finalize, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;
- xxi. to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Issue;
- xxii. to submit undertaking/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- xxiii. to make applications to the Stock Exchanges for in-principal approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;
- xxiv. to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the afore stated documents;
- xxv. acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws; and
- xxvi. to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, any of the directors, the chief financial officer and Company Secretary of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



RESOLVED FURTHER THAT any Directors of the Company and/or, Company Secretary be and is hereby authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

2. APPROVAL FOR PROVIDING LOANS / CORPORATE GUARANTEE TO OTHER BODIES CORPORATE IN WHOM ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder (including any modification or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions and permissions as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to give loan/provide guarantee/provide security in connection with a loan to any person and/or entity in whom the Director of the Company is interested, for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores Only), on such terms and conditions as may be mutually agreed between the Company and the said party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. APPROVAL TO MAKE INVESTMENTS, GIVE LOAN, GURANTEES AND SECURITY IN EXCESS OF LIMIT SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT 2013

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions and permissions as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50 Crores (Rupees fifty crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium

account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. TO ALTER ARTICLES OF ASSOCIATION:

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approval(s) required under all the applicable rules and regulations, if any, consent of the Members of the Company be and is hereby accorded for substitution of the existing Article 85 of the Articles of the Company, with the amended provisions as provided hereunder:

Article No. 85: 'No dividend shall bear interest against the Company, and no unclaimed dividend shall be forfeited until the claim thereto becomes barred by law.'

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director/Company Secretary of the Company to give effect to the aforesaid resolution”

For and on behalf of the Board of Directors
Jain International Power Limited



Prakash Kumar Jain
Managing Director
DIN: 07317571

Date: 10.09.2025
Place: Kolkata

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

ITEM NO. 1

Jain International Power Limited primarily focuses as an integrated power equipment Supplier, supplying the complete range of engineering, products, solutions and services in areas of Automation and Power technology considered as Capital Goods - Electrical Equipment's in the Industry. In the early stage of business, Jain International focused on trading and supplying these electrical products. The company was a key player in distributing electrical components for industrial infrastructure development i.e., motors, pump set, work contract and machine manufacturer. to industries in India. The Company is supplying its Product to large customer base including large Engineering Companies, Mining Companies, Manufacturing companies / OEM and Other.

The Company intends to list its Equity Shares on stock exchange(s) to enable shareholders to have a formal market place for dealing with the Company's equity shares. This will also enable the Company to increase their market visibility, bring liquidity for working capital. Hence, the Board of Directors of your Company at its meeting held on 8th September, 2025 proposed to make an Initial Public Offer of equity shares through a fresh issue of equity shares.

In pursuance of the Section 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Board of Directors, at their meeting held on 8th September, 2025, has approved the fund raising through Initial Public Offer, subject to the consent of the Members of the Company to issue, offer and allot equity shares at a price including premium to be determined in accordance with the method as may be prescribed by SEBI ICDR Regulations, 2018 and subsequent amendments thereto ("ICDR Regulations"), for cash or other consideration as may be resolved by members, to various categories of investors as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank *pari passu* in all respects with the existing Equity Shares.

The Board recommends the resolution at Item No. 1 for Member's approval as a Special Resolution. Additionally, if the above resolution requires any amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, Key Managerial Personnel (KMPs) or their relatives of Director and/or Key Managerial Personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding and shares may be subscribed for and allotted in their names.

ITEM NO. 2

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time.

The Company with the approval of Members by way of Special Resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities as per section 185 of the Companies Act, 2013.

Accordingly, the Board of Directors at its meeting held on 8th September, 2025 proposed to grant loans or provide guarantee/security to this above-mentioned entity up to an aggregate amount of Rs. 50 crores. Hence the Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this Special Resolution.

ITEM NO. 3

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company at its meeting held on 8th September, 2025 proposed to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for: -

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
 - 60% of the paid-up share capital and free reserves and securities premium account; or
 - 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of

the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 50 crores (Rupees Fifty Crores Only).

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.

The Board recommends passing the Special Resolution set out in Item No. 3 for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

ITEM NO. 4

The Board of Directors at its meeting held on 8th September, 2025 proposed for an amendment in the existing Article 85 of Articles of Association of the company.

A copy of the altered Articles of Association of the company would be available for inspection at the registered office of the company during business hours on any working day between 11:30 am to 2:00 pm up to the date of the ensuing EGM.

The Board recommends the passing of the resolution set out at Item No. 4 of the accompanying Notice of EGM for the approval of the members of the company by a Special Resolution.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

For and on behalf of the Board
Jain International Power Limited



Prakash Kumar Jain
Managing Director
DIN: 07317571

Date: 08.09.2025
Place: Kolkata