JASCH GAUGING TECHNOLOGIES LIMITED

CIN: L33111DL2021PLC381513
Regd. Office: 502, Block – C, NDM-2, NSP, Pitampura, New Delhi – 110034
Email: cs@jasch.biz; Ph: 91-130-2216666

NOTICE

Notice is hereby given that the third Annual General Meeting ("AGM")[Post Listing] of the members of the Jasch Gauging Technologies Limited ("JGTL") will be held on Tuesday, 25th August 2026 at 10:00 hours, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES

Item No. 1: To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

> **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby adopted."

Item No. 2: To confirm the payment of interim dividend @ 100% i.e. Rs. 10 per equity share, on face value of Rs. 10/- each on fully paid-up shares of the Company for the financial year 2025-26 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

> **"RESOLVED THAT** the Interim dividend of Rs. 10 per equity share on face value of Rs. 10/- each fully paid up for the Financial Year 2025-26 approved by the Board of Directors of the Company and already paid, be and is hereby confirmed."

Item No. 3: To appoint a director in place of Shri Manish Garg (DIN 00188959), who retires by rotation, and being eligible, offers himself for re-appointment as non-independent director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

> **"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Manish Garg (DIN: 00188959), who retires by rotation at this meeting, be and is hereby appointed as a non-independent Director of the Company."

SPECIAL BUSINESSES

Item No. 4: To re-appoint Shri Jai Kishan Garg as Managing Director and to fix his remuneration and, in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

> **"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and on the recommendation of the Board and the Nomination & Remuneration Committee ("NRC"), Shri Jai Kishan Garg (DIN: 00596709) be and is hereby re-appointed as Managing Director of the Company, for a period of three years from 01-10-2026 to 30-09-2029 and, notwithstanding any loss or inadequacy of profit in any financial year, his basic pay be and is hereby approved at Rs. 14,14,000 (Rupees Fourteen lakh fourteen thousand only) per month. In addition to his basic pay, he will be entitled to other monetary and non-monetary benefits and the re-appointment will be on such terms and conditions as are contained in the Remuneration Policy of the Company earlier framed by the Nomination & Remuneration Committee and approved by the Board."

> **"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation

of Nomination & Remuneration Committee so that his basic pay shall not exceed Rs. 20,00,000 per month during his above tenure."

Item No. 5: To re-appoint Shri Manish Garg as Executive Director and to fix his remuneration and, in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and on the recommendation of the Board and the Nomination & Remuneration Committee ("NRC"), Shri Manish Garg (DIN: 00188959) be and is hereby re-appointed as Executive Director of the Company, for a period of three years from 01-10-2026 to 30-09-2029 and, notwithstanding any loss or inadequacy of profit in any financial year, his basic pay be and is hereby approved at Rs. 10,05,000 (Rupees Ten lakh five thousand only) per month. In addition to his basic pay, he will be entitled to other monetary and non-monetary benefits and the re-appointment will be on such terms and conditions as are contained in the Remuneration Policy of the Company earlier framed by the Nomination & Remuneration Committee and approved by the Board."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that his basic pay shall not exceed Rs. 15,00,000 per month during his above tenure."

By order of the Board of Directors
For Jasch Gauging Technologies Limited

Place: Sonipat
Date: 26th May 2026

Neeraj Kumar
Company Secretary

NOTES TO NOTICE OF AGM

1. General Circular No. 09/2024 dated 19-09-2024 of Ministry of Corporate Affairs ("MCA") and circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03-10-2024 of the Securities & Exchange Board of India (collectively referred to as "Circulars") respectively permit holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM") and sending of soft copies of notices and Annual Reports to the registered email id of the members. **Accordingly, the AGM will be held through VC/OAVM, without the physical presence of the Members at a common venue.** However, for legal purposes, registered office of the Company will be deemed to be the venue of the AGM. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
2. In line with the aforesaid Circulars, Notice of the AGM, along with the 3rd Annual Report (post listing) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Public notices were released by the Company, requesting all the members to intimate/update their email ids with their DPs/Registrars of the Company. Members may note that the Notice and 3rd Annual Report (post listing) will also be available on the Company's website www.jasch.net.in, website of BSE Limited (www.bseindia.com) and website of Central Depositories Services India Ltd (www.evotingindia.com).
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Likewise, the Route Map is also not annexed with this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) desiring to attend the meeting, are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs.goelaakash@gmail.com with a copy marked to evoting@csdl.co.in well before the cut-off date for remote evoting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business and pursuant to Regulation 36 of SEBI Listing Regulations is attached and forms part of this notice.
6. The Company has given public notice and has also notified BSE Ltd that the record date for sending notices to shareholders is 24th July 2026 in connection with the AGM.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. All documents referred to in the accompanying Notice and the Explanatory statement shall be open for inspection at the Registered office of the Company during normal business hours (9:30 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
9. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment or re-appointment at this AGM are contained in the Corporate Governance Report and the said details form part of this notice. The Director(s) have furnished the requisite declarations for their appointment/re-appointment.
10. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants. Members who have already so registered their email ids are requested to give their positive consent to receive all future documents in electronic mode.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same.
13. Members attending the AGM, who intend to speak at the AGM, should follow the procedure given in Part C of the annexed "Instructions for remote e-voting and attending the AGM".
14. The Members, whose unclaimed dividends for the years 2023-24, 2024-25 & 2025-26 pertaining to Jasch Gauging Technologies Ltd and the relevant shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please visit the "Investors" section of the website of the Company www.jasch.net.in
15. Shareholders who are still holding physical share certificates, please note that post-demerger, all the physical share certificates have been cancelled and the shares comprised therein have been transferred to a Demat Escrow Account from which the rightful owner may claim the shares by following the procedure given at the website of the Company www.jasch.net.in under the "Investors" Section In accordance with Listing Regulations, voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. In this connection, please also refer to Corporate Governance Report.

REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VIDEO CONFERENCING

INSTRUCTIONS FOR REMOTE e-VOTING BEFORE THE ANNUAL GENERAL MEETING ("REMOTE-eVOTING"), PARTICIPATING IN ANNUAL GENERAL MEETING ("AGM") THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC/OAVM") AND REMOTE e-VOTING DURING THE AGM ("InstaPoll")

PART A: GENERAL INSTRUCTIONS

1. The remote e-voting period will begin at 09:00 hours on 22nd August 2026 and will end at 17:00 hours on 24th August 2026. During this period shareholders of the Company (hereinafter referred to as "you" or "your"), as on the cut-off date of 18th August 2026 may cast your vote electronically from their respective locations. Thereafter, the remote e-voting module shall be disabled. Once you have voted electronically, you would not be able to change the same.
2. Your voting rights shall be in proportion to your shares in the paid-up equity share capital of the Company as on the cut-off date mentioned above.
3. G. Aakash & Associates, Company Secretaries (85056) have been appointed as the Scrutinizer to scrutinize the e - voting process in a fair and transparent manner.
4. After the InstaPoll referred to in Part D of these instructions, the Scrutinizer shall finalize voting and download voting data from the CDSL website in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. The result of resolutions taken up at the Annual General Meeting will be declared within two working days of the AGM. Immediately after declaration, the result, along with the Scrutinizer's Report, shall be placed on the Company's website www.jasch.net.in and also on the website of BSE.
6. Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30. Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

PART B: REMOTE e-VOTING

For remote e-voting, you will log in to the websites of either of CDSL, NSDL or your DP following the following procedure:

I. Procedure to login into the website of National Securities Depository Limited ("NSDL")

A. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

(i) Type in the browser/Click on the following e-Services link: https://eservices.nsdl.com

(ii) Under Section 'IDeAS', click on the button "Beneficial Owner".

(iii) A new page will open. Enter your User ID and Password (or click "Fetch OTP") for accessing IDeAS.

(iv) On successful authentication, you will enter your IDeAS service page. On the left-side panel, under "Value Added Services" click on "Access to e-Voting".

(v) Under E-voting, click on "Active E-voting Cycles" option.

(vi) You will see Company Name: "Jasch Gauging Technologies Limited" on the next screen. Click on the e-Voting link available against Jasch Gauging Technologies Limited or select e-Voting service provider "Central Depository Services India Ltd" (CDSL) and you will be re-directed to the e-Voting page of NSDL to cast your vote without any further authentication.

B. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

(i) To register, type in the browser/Click on the following e-Services link: https://eservices.nsdl.com

(ii) Select option "Register Online for IDeAS" available on the left-hand side of the page.

(iii) Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.

(iv) After successful registration, please follow steps given under Sr. No. (iv) to (vi) of Section IA above to cast your vote.

C. Users may also directly access the e-Voting module of NSDL as per the following procedure:

(i) Type in the browser Click on the following link: https://www.evoting.nsdl.com/

(ii) Click on the button "Login" available under "Shareholder/Member" section.

(iii) On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.

(iv) On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Jasch Gauging Technologies Limited" on the next screen. Click on the e-Voting link available against Jasch Gauging Technologies Limited or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

II. Procedure to log in to the website of Central Depository Services (India) Limited ("CDSL")

A. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:

(i) Type in the browser/Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and under Quick Login option, click on New System Myeasi/Login to My Easi option (best operational in InternetExplorer 10 or above and Mozilla Firefox).

(ii) Enter your User ID and Password for accessing Easi/Easiest

(iii) You will see Company Name: "Jasch Gauging Technologies Limited" on the next screen. Click on the e-Voting link available against Jasch Gauging Technologies Limited or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

B. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

(i) To register, type in the browser/Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

(ii) Proceed to complete registration using your DP ID-ClientID (BO ID), etc.

(iii) After successful registration, please follow steps given under Sr. No. 3 of Section IIA above to cast your vote.

C. OTP-based Direct access: Users may directly access the e-Voting module of CDSL as per the following procedure:

(i) Type in the browser/Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin

(ii) Provide Demat Account Number and PAN

(iii) System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

(iv) On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Jasch Gauging Technologies Limited or select e-Voting service provider "Central Depository Services (India) Ltd" (CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

III. Procedure to log in to your demat accounts/Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company usinglogin credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins.Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on thee-Voting link available against Jasch Gauging Technologies Limited or select e-Voting service provider "Central Depository Services (India) Ltd"(CDSL) and you will be re-directed to the e-Voting page of CDSL to cast your vote without any further authentication.

IV. What if you forget your user id or password: Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/Depository Participants.

Important note for shareholders who are still having physical certificates with them

Shareholders who are still holding physical share certificates, please note that post-demerger, all the physical share certificates have been cancelled and the shares comprised therein have been transferred to a Demat Escrow Account from which the rightful owner may claim the shares by following the procedure given at the website of the Company www.jasch.net.in. In accordance with Listing Regulations, voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

PART C: ATTENDING THE AGM THROUGH ("VC/OAVM")

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by CDSL by using their remote e-voting login credentials and selecting the EVSN **260602002** for Company's AGM.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@jasch.biz by 17:00 hours on 14th August 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. During the AGM, the Chairman may also, at his discretion, make available a chat window for a limited period, to enable you to express views/ask questions.

PART D: INSTAPOLL DURING AGM

The procedure for InstaPoll on the day of the AGM is same as contained above in these instructions except that:

1. Only those shareholders, who have electronically registered their presence at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting during the period mentioned in Part A of these instructions (and are otherwise not barred from doing so), shall be eligible to vote through remote e-voting system available during the AGM. InstaPoll facility will be available only for 30 minutes towards the end of the AGM.
2. Shareholders who have already voted through remote e-Voting during the period mentioned in Part A of these instructions, will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.

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

Item No. 4 & 5: Re-appointment of Shri Jai Kishan Garg as Managing Director & Shri Manish Garg as Executive Director

At the Extra Ordinary General Meeting of the Company held on 01st October 2023, Shri Jai Kishan Garg (DIN: 00596709) & Shri Manish Garg (DIN: 00188959) were appointed as Managing Director & Executive Director respectively for a period of three years effective from 01st October 2023. Their tenure will come to an end on 30th September 2026. Section 196 of the Companies Act, 2013 permits re-appointment of whole-time directors upto one year before expiry of their terms.

Nomination & Remuneration Committee in its meeting held on 26th May 2026 recommended to the Board re-appointment of these directors in the same capacity for a further period of three years for a remuneration mentioned in the proposed resolution. Accepting these recommendations and evaluating their performance, the Board of Directors of the Company in their Meeting held on 26th May 2026 had re-appointed them in the same capacity (subject to the shareholders' approval by Special Resolutions) for further period of three years each, commencing from the day immediately following the last day of their aforesaid term [i.e. from 01st October 2026 till 30th September 2029], for a remuneration as mentioned in the proposed Special Resolutions.

Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable Secretarial Standard in respect of the director's seeking re-appointment is as follows:

Name of Director	**Jai Kishan Garg**	**Manish Garg**
DIN	00596709	00188959
Brief Resume and nature of Expertise in Specific Functional Areas	Shri Jai Kishan Garg is a Mechanical Engineer with over five decades of experience in managing the affairs of Indian public listed entities. He was appointed as Chairman & Managing Director of Jasch Gauging Technologies Ltd with effect from 01-10-2023. He is also the Chairman (non-executive & non-independent) of Jasch Industries Ltd. He is well conversant with finance and management functions of a public limited listed company.	Shri Manish Garg is a European Union National of Indian Origin. He holds an Overseas Citizen of India (OCI) card. He was appointed as Executive Director (whole time) of Jasch Gauging Technologies Ltd with effect from 01-10-2023. He has also served on the Board of Jasch Industries Ltd for over two decades as Executive Director. His field of specialization is development of plant automation equipment (nucleonic non-contact industrial gauges) and management.
D.O.B. and Age	04/05/1946 (80 years)	24/09/1973 (52 years)
Qualifications	Diploma (Mechanical Engineer)	Post Graduate (Electronics)
No. of years of Experience	53	30
Terms and conditions of appointment / re-appointment / change in Remuneration	As mentioned in resolution and statement u/s 102 in the notice of AGM.	As mentioned in resolution and statement u/s 102 in the notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the notice of AGM and last drawn remuneration is given in Corporate Governance Report.	The remuneration detail is given in resolution in the notice of AGM and last drawn remuneration is given in Corporate Governance Report.
Date on which first appointed on the Board	May 25, 2021	May 25, 2021
Details of shareholding in the Company (as on 31/03/2026)	4338 (0.10%)	1007213 (22.22%)
Relationship with other Directors/ Key Managerial Personnel (if any)	Shri Manish Garg is a son of Shri Jai Kishan Garg	
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
• **Names of Listed entities in which the person also holds the Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.**	• He has resigned from Jasch Industries Ltd as Managing Director w.e.f 30-09-2023 but continue to be the Chairman & Director.	• No current other directorship in other listed entities. He has resigned from Jasch Industries Ltd as Executive Director w.e.f 30-09-2023.

• **Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]**	• No current directorship in other Companies.	• No current directorship in other Companies.

Other information pursuant to Part II Section II of Schedule V of the Companies Act, 2013 is as follows:

I. General Information:		
(a)	Nature of Industry	Manufacturing of Industrial Thickness Gauge
(b)	Date or expected date of commencement of commercial production	**Not Applicable:** The Company was already into commercial production at the beginning of the financial year.
(c)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	**Not Applicable**: The Company was already in existence at the beginning of the financial year
(d)	Financial performance based on given indicators	**Financial Year 2025-26** Gross Revenue: Rs. 5746.07 lakh Profit before tax: Rs. 1990.86 lakh
(e)	Foreign investment or collaborations, if any	Nil
II. Information about the appointees: Already provided above		
Notes: 1. Comparable data in respect of remuneration profile of the above positions is not available as similar products (industrial thickness gauges) are not being manufactured in India at this scale. 2. Disclosure about pecuniary relationship with the Company and inter se relationship with managerial personnel: Shri Manish Garg is a son of Shri Jai Kishan Garg. 3. None of the above persons has received any awards or recognitions. 4. The above appointments are on whole-time basis.		
III. Other information (a) **Reasons for loss or inadequate profits**: During the year under report, the Company earned a net profit before tax of Rs. 2388.89 lakhs as calculated under Section 197 of the Companies Act, 2013. Whole time directors taken together were paid a remuneration of Rs. 398.03 lakh during that year, which works out to 16.66% of the profit. Since it exceeds 10%, it has been termed as inadequacy of profit. The inadequacy of profits during the year is primarily attributable to the cyclical slowdown in the capital goods sector. The Company continues to incur significant fixed costs which have impacted short-term profitability. (b) **Steps taken or proposed to be taken for improvement**: The Company is focusing on product innovation which is expected to enable the Company to produce quality products at higher speed, low cost and higher profit margin. These steps are expected to improve the Company's financial performance in the coming years. The Company has undertaken and continues to implement measures to improve its profitability, including strengthening its order book with focus on high-margin projects, improving operational efficiencies and optimizing costs. (c) **Expected increase in productivity and profits in measurable terms**: The Company expects improvement in its operational and financial performance by 10% to 20% over the next 1–2 years supported by a stronger order pipeline and ongoing efficiency initiatives.		
IV. Disclosures: As required by law, all elements of remuneration package (i.e. monetary and non-monetary benefits, as referred to in the proposed resolutions) such as basic pay, performance linked incentives and other benefits along with performance criteria, notice period, severance fee, etc are given in Remuneration policy of the Company which is attached as annexure to Board Report.		

The Board of Directors recommend the resolutions set out at items no. 4 & 5 in relation to the re-appointment and payment of remuneration to the aforesaid persons for approval of the shareholders of the Company as special resolutions.

The proposed appointees themselves may be deemed to be concerned or interested in these resolutions as these pertain to themselves. No other director or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolutions set out at items no. 4 & 5.