

NOTICE OF EOGM

NOTICE OF 1st EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JAINAM BROKING LIMITED (FORMERLY KNOWN AS JAINAM SHARE CONSULTANTS PRIVATE LIMITED) FOR F.Y. 2023-24 TO BE HELD ON SATURDAY, 10TH JUNE, 2023 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT JAINAM HOUSE, PLOT NO. 42, NEAR SHARDAYATAN SCHOOL, PIPLD, SURAT – 395007, GUJARAT, INDIA.

NOTICE is hereby given pursuant to the provisions of section 101 of the Companies Act, 2013, that the proposed resolution along with the explanatory statement setting out the material facts and reasons thereto, are appended below to transact the following business:

SPECIAL BUSINESS

1. Increase in the Authorized Share Capital of the Company

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

"**RESOLVED THAT** pursuant to section 61 and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification(s) and re-enactments thereof for the being in force and rules framed thereunder and in accordance with the Articles of Association of the Company and subject to the approvals of statutory authorities, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the company from Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakhs Only) divided into 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten) and 2,00,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 40,20,00,000 (Rupees Forty Crore Twenty Lakhs Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) and 2,00,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each by creation of further 1,00,00,000 (One Crore) of Equity Shares of Rs. 10/- (Rupees Ten) each."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be altered and substituted by the following new Clause:

The Authorised Share Capital of the Company is Rs. 40,20,00,000/- (Rupees Forty Crore Twenty Lakhs Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) and 2,00,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

"**RESOLVED FURTHER THAT** Mr. Milanbhai Sureshbhai Parikh (DIN: 00085061) and/ or Mrs. Vidhi Dishant Parikh (DIN: 07788145), Directors of the Company be and are hereby severally or jointly authorised to sign and file all the requisite e-forms and other necessary documents as may be required with the statutory authorities including the concerned Registrar of Companies, do such acts, deeds, matters and things that may be required to give effect to this resolution; and authorize such person or persons to give effect to this resolution and to submit all documents to the concerned authorities with regard to the same. "



2. To Enhance the Borrowing Limits of the Company:

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 Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members of the company be and is hereby accorded to the Board of Directors of the company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 5000 crores (Rupees Five Thousand Crore Only)"

"RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh (DIN: 00085061) and/ or Mrs. Vidhi Dishant Parikh (DIN: 07788145), the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

3. To Enhance The Lease/ Encumbrance Limits on the properties of the Company:

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

"RESOLVED THAT, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment



or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 5000 crores (Rupees Five Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

"RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh (DIN: 00085061) and/ or Mrs. Vidhi Dishant Parikh (DIN: 07788145), the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

**By Order of the Board of Directors
For Jainam Broking Limited**

Vidhi Parikh

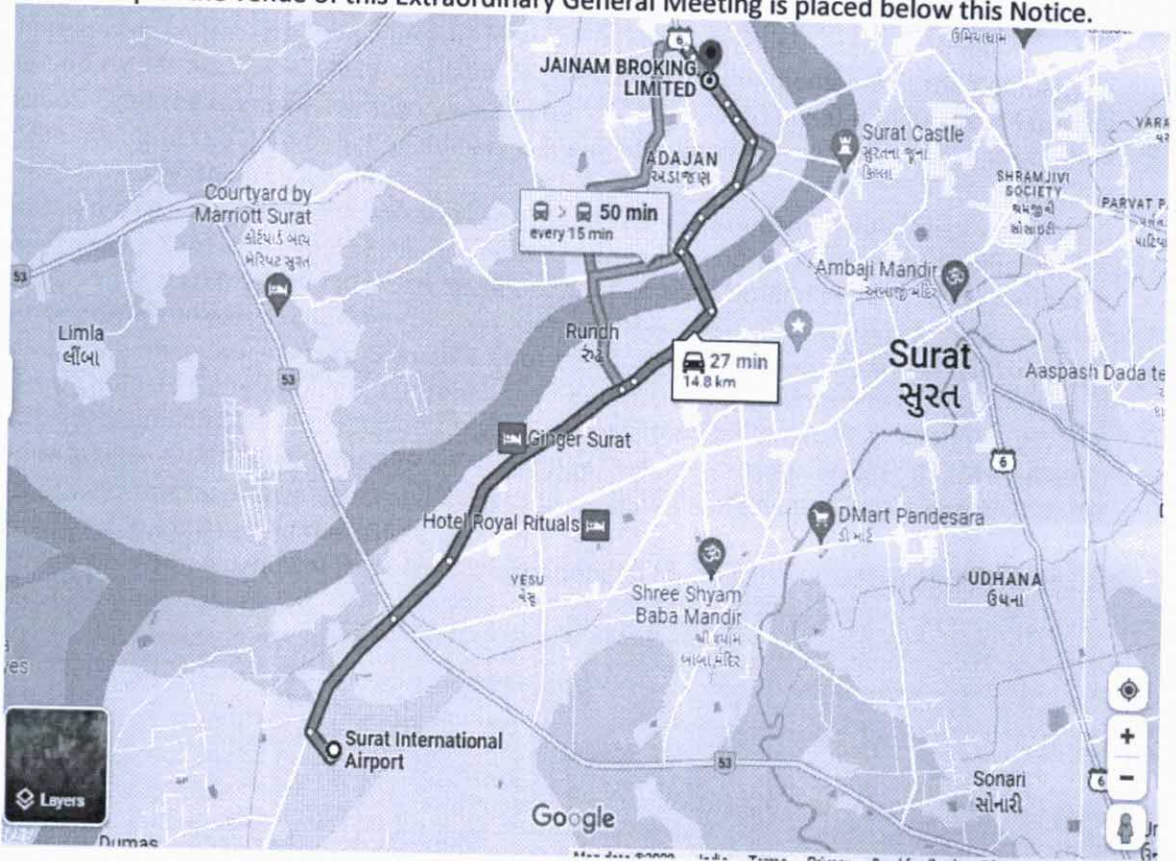
**Vidhi Dishant Parikh
Whole Time Director
DIN: 07788145**



**Date: 31/05/2023
Place: Surat**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company not later than forty eight hours before the time for commencement of the meeting.
3. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members of the Company at Branch office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
4. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary general meeting at the meeting.
5. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto and forms the parts of notice.
6. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Extra Ordinary General Meeting through their authorized representatives, are requested to send to the Company at its corporate office at Jainam House, Plot No. 42, Near Shardayatan School, Kargil Chowk, Piplod Surat 395007, Gujarat, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the EGM.
7. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorised share capital of the Company is Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakhs Only) 3,00,00,000 (Three Crore) equity shares of Rs. 10/- (Rupees Ten) and 2,00,000 (Two Lakhs) Preference Shares of Rs. 10/- (Rupees Ten) each.

Taking into consideration the increased fund requirements of the Company, the Board at its Meeting held on 31/05/2023, had accorded its approval for increasing the authorized share capital from Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakhs Only) to Rs. 40,20,00,000/- (Rupees Forty Crore Twenty Lakhs Only) by creation of new class of 1,00,00,000 (One Crore) further Equity shares of Rs. 10/- each.

It is therefore proposed to increase the Authorized share capital of the Company from Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakhs Only) to Rs. 40,20,00,000/- (Rupees Forty Crore Twenty Lakhs Only) by creation of 1,00,00,000 (One Crore) further Equity shares of Rs. 10/- each.

Consequently, clause V of Memorandum of Association would also require alteration so as to reflect the changed Authorised share capital.

The proposal for increase in Authorised share capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note No. 01 to this Notice.

Pursuant to Section 13 and section 61(1)(a) of the Companies Act, 2013, alteration of the required clause requires approval of the members of the Company by way of passing an ordinary resolution to that effect.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

Item No. 2 and 3

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorize the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 5000 Crores (Rupees Five Thousand Crore Only).



The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Further, the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1) (a) of the Companies Act, 2013. Hence it shall be necessary to obtain approval for the same from the Shareholders.

The Board of Directors recommend for Shareholders approval through Special resolution. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors
For Jainam Broking Limited**

Vidhi Parikh

**Vidhi Dishant Parikh
Whole Time Director
DIN: 07788145**



**Date: 31/05/2023
Place: Surat**



FORM NO. MGT-11 - PROXY FORM

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

Extra Ordinary General Meeting to be held on Saturday, 10/06/2023 at 11:00 AM at Corporate Office of M/s. Jainam Broking Limited
(Formerly known as Jainam Share Consultants Private Limited)

Name of the Member(s):.....
Registered Address:
Email ID:
Folio No./ Client Id:.....DPID:

I /We, being the member(s), holding _____ shares of the above named Company, hereby appoint:

1. Name:.....E-mail ID:.....
Address:
Signature :orfailing him/her
2. Name:.....E-mail ID:.....
Address:
Signature :orfailing him/her
3. Name:.....E-mail ID:.....
Address:
Signature :orfailing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting for the year 2023-24 of the Company, to be held on Saturday, 10/06/2023 at 11:00 a.m. at the Corporate office of the company and at any adjournment thereof in respect of such resolutions mentioned in detail in AGM Notice:

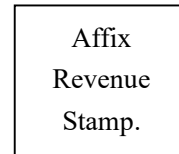
I wish my above Proxy to vote in the manner as indicated in the box below:

Signed this day of2023

Member's Folio No.....

Signature of shareholder(s)

Signature of proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate office of the company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Please complete all details including details of member(s) in above box before submission.



ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Saturday, 10/06/2023 at 11:00 AM at Corporate Office of M/s. Jainam Broking Limited (Formerly known as Jainam Share Consultants Private Limited)

Registered Folio Number/ DP ID and Client ID:

Name of Shareholder:.....

Address of Shareholder:

Number of Equity Shares held:

I hereby certify that I am a registered Member/ beneficial member / proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of M/S. JAINAM BROKING LIMITED at 11:00 AM, At Corporate Office of situated at "Jainam House, Plot No.42, Near Sardayatan School, Piplod, Surat - 395007, Gujarat, India" on _____.

..... Name of Member/ Proxy in Block letters Signature of Member/ Proxy
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Note: Please fill Attendance Slip and hand It over at the Entrance of the Meeting Hall.