



Jainam Broking Limited

NOTICE OF EOGM

NOTICE BE AND IS HEREBY GIVEN THAT 4TH EXTRAORDINARY GENERAL MEETING OF JAINAM BROKING LIMITED WILL BE HELD ON SHORTER NOTICE ON SATURDAY, 15TH FEBRUARY, 2025 AT 11.00 AM AT THE CORPORATE OFFICE OF THE COMPANY AT JAINAM HOUSE, PLOT NO. 42, NEAR SHARDAYATAN SCHOOL, PIPLD, SURAT GUJARAT -395007, TO TRANSACT THE FOLLOWING MATTERS AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS.

AS SPECIAL BUSINESS:

Resolution No: 1

SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF ₹ 10/- PER SHARE TO FACE VALUE OF ₹ 2/- PER SHARE

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

“RESOLVED THAT, pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, and in accordance with the Articles of Association of Company and subject to approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the shareholders of the Company be and is hereby accorded to sub-divide each fully paid up equity share of ₹ 10 (Rupees ten only) each in the capital of the Company, into 5 (Five) equity shares of ₹ 2/- (Rupees two Only) each fully paid up and all the fully paid up equity shares of ₹10/-(ten) each of the Company, be subdivided accordingly with effect from the record date being 21st February, 2025.

“RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of face value ₹ 10/- each (**“Equity Shares”**) of the Company, all the issued, subscribed and paid-up equity shares of of ₹359,985,030/- of the Company, existing as on the record date shall stand subdivided into equity shares of nominal value ₹2/- (Rupees two Only) each, fully paid up.”

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the consent and approval of Shareholders be and is hereby accorded for substituting the existing Clause V of the memorandum of association of the Company (**“Memorandum of Association”**) with the following clause:

“The Authorised Share Capital of the Company is ₹ 60,00,00,000 divided into 30,00,00,000 Equity Shares of ₹ 2/- each.”

“RESOLVED FURTHER THAT the board of directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

“RESOLVED FURTHER THAT Mrs. Vidhi Dishant Parikh (DIN:07788145), Whole-time Director and Milan Suresh Parikh, (DIN:00085061), Managing Director, be and are hereby authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

Regd Office: P03-02 C, P03-02D & P03-02E, 3rd Floor, WTC Tower (51A), Rd 5E, Block 51, Zone 5, DTA, Dabhoda, Gandhinagar, Gujarat-382355

Corporate Office: Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat, Gujarat- 395007

CIN: U67120GJ2003PLC043162 | **Contact:** 0261 - 6725555, 2305555 | **E-mail:** corp@jainam.in | **Website:** www.jainam.in

Resolution No: 2

TO INCREASE THE AUTHORISED CAPITAL UPTO RS. 60,00,00,000/- (RUPEES SIXTY CRORES) BY AMENDING MEMORANDUM OF ASSOCIATION 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. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000/- (Twenty Five Crores) Equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 30,00,00,000/- (Thirty Crores) Equity shares of Rs. 2/- (Rupees Two Only) ranking pari passu with the existing Equity shares of the Company in all respect with the existing Equity shares of the Company."

"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, the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be altered and substituted by the following new Clause:

V. The Authorized Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 30,00,00,000/- (Thirty Crores) Equity shares of Rs. 2/- (Rupees Two only) each."

"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 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 and to 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. "

Resolution No: 3

APPOINTMENT AND REGULARIZATION OF ADDITIONAL INDEPENDENT DIRECTOR, MRS. BHOOMI ADITYA SHAH (DIN: 10809434) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR 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 provision of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bhoomi Aditya Shah (DIN: 10809434) who was appointed as an Additional and Non-Executive Director of the Company in Independent Category w.e.f November 13, 2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and from whom the Company has received a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, the consent of the members be and hereby accorded to regularize as an Independent Director of the Company, not liable

to retire by rotation, to hold office for a term of five (5) consecutive years for the period from November 13, 2024 to November 12, 2029 (both dates inclusive).”

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms to be filed with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the order of Board of Directors

Sd/-

Vidhi Dishant Parikh

Wholetime Director

DIN: 07788145

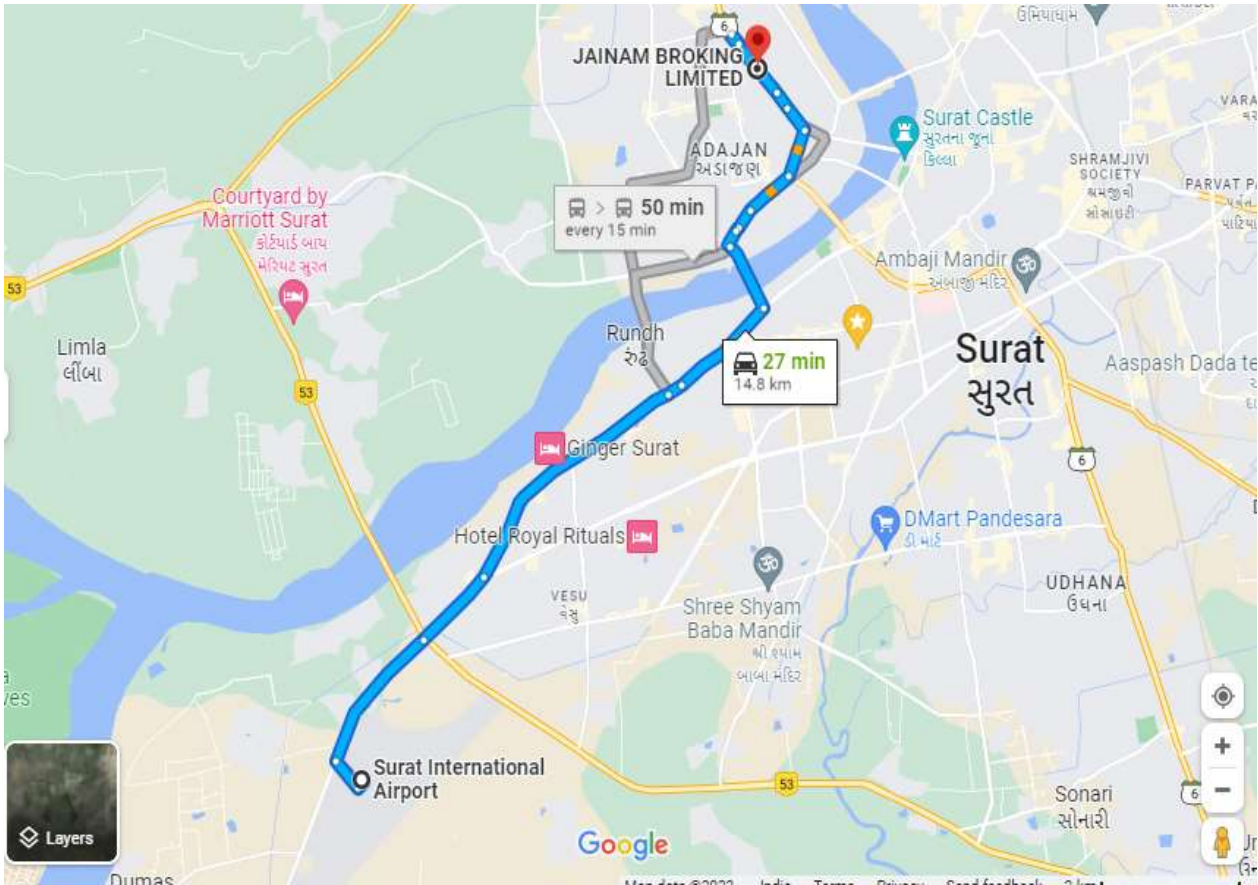
Date: 10.02.2025

Place: Surat

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy form is attached with the Notice. The proxy form duly completed and signed, should be lodged with the Company, at its corporate office at least 48 hours before the commencement of the Meeting.
3. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.
5. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.
6. Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its Corporate office atleast seven days prior to the date of EOGM to enable the management to keep the information ready at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the corporate office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Sundays and public holidays) up to the date of the Extra Ordinary Meeting and at the venue during the Meeting.
8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the EOGM. All documents referred to in the Notice will also be available at the registered office inspection without any fee from the date of circulation of this Notice up to the date of EGM, i.e. Saturday, 15.02.2025. Members seeking to inspect such documents can send an email to cs@jainam.in.
9. Further, those members who have not registered or desire to update their email addresses are hereby requested to send an email on Company’s mail address “ cs@jainam.in ” keeping “ mittal.shah@jainam.biz ” in CC.
10. 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 “cs@jainam.in” keeping “cs@jainam.in” in CC, 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 EOGM.

11. Members are requested to deliver their consent to convene the proposed extraordinary general meeting at shorter notice (annexed to this notice) to the Company prior to the proposed time for the extra-ordinary general meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.



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

Item No. 1

Sub-division Of Equity Shares From face value of ₹ 10/- per share to face value of ₹ 2/- per share.

Section 61(1)(d) of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

Article 1 and 2 of Share Capital and variation of rights Clause of the articles of association empowers the Company to consolidate and increase its capital and to sub-divide the shares in the capital into several classes with preferential, qualified or special rights, privilege or condition, as may be determined.

For the purposes as stated hereinabove, it is recommended by the Board that each fully paid up equity share of the nominal value of ₹ 10/- each in the capital of the Company be subdivided into 17,99,92,515 (Seventeen Crore Ninety Nine Lakhs Ninety Two Thousand Five Hundred and Fifteen only) equity shares of ₹ 2/- [Rupees two only] each fully paid up with effect from the record date being 21st February, 2025.

The sub-division of Equity Shares of the aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association (MOA) of the Company.

The Board recommends the resolution for approval of the members of the Company.

None of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolutions.

Item No. 2

To increase the authorised capital upto Rs. 60,00,00,000/- (Rupees Sixty Crores) by amending Memorandum of Association of the Company

The present Authorised share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten) each.

Taking into consideration the increased fund requirements of the Company, the Board at its Meeting held on 08.02.2025, had accorded its approval for increasing the authorized share capital from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000/- (Twenty Five Crores) Equity shares of Rs. 2/- (Rupees Two Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 30,00,00,000/- (Thirty Crores) Equity shares of Rs. 2/- (Rupees Two Only).

It is therefore proposed to increase the Authorized share capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) to Rs. 60,00,00,000/- (Rupees Sixty Crore Only) by creation of 5,00,00,000 (Five Crore) further Equity shares of Rs. 2/- 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 Item No. 02 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: 3

Appointment and Regularization of additional independent director, Mrs. Bhoomi Aditya Shah (DIN: 10809434) as non-executive and independent director of the company:

Pursuant to provision of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bhoomi Aditya Shah (DIN: 10809434) who was appointed as an Additional and Non-Executive Director of the Company in Independent Category w.e.f November 13, 2024, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and from whom the Company has received a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Bhoomi Aditya Shah (DIN: 10809434) shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mrs. Bhoomi Aditya Shah, including nature of her expertise, is provided as **Annexure-I** of this notice.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mrs. Bhoomi Aditya Shah (DIN: 10809434) from Additional Non-executive Independent Director to Non-executive Independent Director of the Company for a term up to 5 years with effect from conclusion of this EOGM. The Company has also received a declaration from Mrs. Bhoomi Aditya Shah declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013

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

By the order of Board of Directors

Sd/-

Vidhi Dishant Parikh

Wholetime Director

DIN: 07788145

Date: 10.02.2025

Place: Surat

ANNEXURE - I

DETAILS OF THE DIRECTOR SEEKING REGULARIZATION AT THE ENSUING EXTRA-ORDINARY GENERAL MEETING:

Pursuant to Secretarial Standard 2 issued by the Institute of Companies Secretaries of India

Name of Director	Mrs. Bhoomi Aditya Shah
Category	Additional Independent Director
DIN	10809434
Date of Birth	05/01/1992
Age	33
Qualification	LLB
Date of First Appointment on the Board	13/11/2024
Expertise in specific functional areas	<p>She is having more than 5 years of experience in Audit and taxation matter.</p> <p>Apart form this, she is having more than 1.5 years of experience as a project finance consultant.</p> <p>Recently, she is practicing advocate in the field of Civil, Criminal, Revenue and Family matters.</p>
Terms and Conditions of Appointment/Reappointment	As per the resolution at item No. 3 of the notice convening this meeting, Mrs. Bhoomi Shah is liable to be appointed as Non-executive Independent Director by regularization.
Remuneration last drawn	NA
Remuneration proposed	Sitting fees as agreed by Board of Directors
Relationship with Directors/Key managerial Personnel	Mrs. Bhoomi Aditya Shah is not related to any Director.
List of Companies in which directorship is held as on 31st March, 2024	NA
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Meetings of the Board Attended during the year	0
No. of Shares held	NIL

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name of Member(s):	
Address of Shareholder	

Folio No.		DP ID	
No. of Shares		Client ID	

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 the Company held on Saturday, 15th February, 2025 at 11:00 AM at the corporate office of the Company at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat 395007, Surat.

(Signature of Shareholder/ Proxy)

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

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 OF JAINAM BROKING LIMITED TO BE HELD ON SATURDAY, 15/02/2025 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY

Name of the Member(s):	
Registered address:	
Corporate address:	
E-mail Id:	
No. of shares:	
DP ID /Folio No:	

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

- (1) Name: _____ Address: _____
E-mail ID: _____ Signature _____ or failing him / her
- (2) Name: _____ Address: _____
E-mail ID: _____ Signature _____ or failing him / her
- (3) Name: _____ Address: _____
E-mail ID: _____ Signature _____

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 2024-25 of the Company, to be held on Saturday, 15/02/2025 at 11:00 a.m. at the Corporate office of the company at any adjournment thereof in respect of such resolutions as are indicated below. (Mentioned in detail in EOGM Notice):

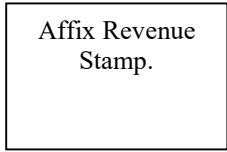
I wish my above Proxy to vote in the manner as indicated in the box below:

Signed this _____ day of _____ 2025

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.

CONSENT LETTER

(Pursuant to provisions of Section 101(1) and 96 of The Companies Act, 2013)

To,
The Board of Director
M/s. Jainam Broking Limited
Registered Office: P03-02C, P03-02D & P03-02E, 3rd Floor, WTC Tower (51A),
Road 5E, Block 51, Zone 5, DTA, Gift City Gandhinagar - 385 355, Gujarat, India.
Corporate Office: Jainam House, Plot No. 42, Near Shardayatan School,
Piplod, Surat - 395007, Gujarat, India

Subject: Consent to hold Extra Ordinary General Meeting at shorter notice on Saturday, 15/02/2025 at 11:00 A.M.

I/We/M/s,.....,resident of / situated
at.....
holding..... number of Equity Shares in the Company, in my name/joint name, hereby
give consent;

1. Pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold Extra Ordinary General Meeting of the Company to be held on Saturday, 15th February, 2025 at Corporate Office situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat - 395007, Gujarat, India at 11:00 A.M. at shorter notice.

Signature of the Member

Date:
Place: