

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting (EOGM) of the Members of Jainam Broking Limited will be held on Monday, 02nd September, 2024 at 11.00 a.m., at the corporate office of the Company situated at Jainam House, Plot No. 42, Near Shardayatan School, Kargil Chowk, Piplod, Surat 395007, Gujarat, to transact the following special business:

1. To consider and approval of the alteration of the Article of Association:

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

"RESOLVED THAT pursuant to provision of section 14 and other applicable provisions of the Companies Act, 2013, if any, read with (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) and re-enactments thereof for the being in force and rules framed thereunder, the Articles of Associations of the Company is be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause 5 as under:

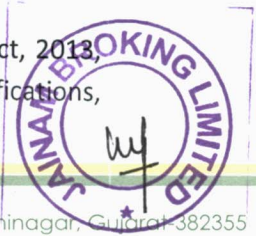
"The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association. The Company shall have the power to increase, sub- divide, consolidate, reduce or re-classify the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the Applicable Law and to vary, modify or extend or abrogate or surrender any such rights, privileges or conditions in such manner as may for the time being be provided by the said Act or by these regulations."

"RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary, be and are hereby severally 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 consider Appointment of M/s. Kothawade & Laddha, Chartered Accountants, as Statutory Auditors of the Company to fill up casual vacancy, caused due to resignation of M/s. Suresh I Surana & Associates, Chartered Accountants:

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

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications,



amendments, or re-enactments thereof for the time being in force) and all other applicable laws, and based on the recommendation made by the Audit Committee and proposed by Board of Directors through the resolution passed on 10 August 2024, **M/s. Kothawade & Laddha (Firm Registration No.: 105339W)**, be and is hereby appointed as the Statutory Auditor of the Company to fill the casual vacancy in the office of the Statutory Auditor caused by the resignation of the existing Statutory Auditors, **Suresh I Surana & Associates, Chartered Accountants (Firm Registration No.: 121749W)**.

Resolved further that M/s. Kothawade & Laddha (Firm Registration No.: 105339W), be and is hereby appointed as Statutory Auditors of the Company to conduct the audit for the period of ended as on March 31, 2024, and shall hold the office as Statutory Auditors from the conclusion of this Extra-Ordinary General Meeting till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.

By the order of Board of Directors
Jainam Broking Limited

Vidhi Parikh

Vidhi Dishant Parikh
Whole time Director
DIN: 07788145



Date: 10/08/2024
Place: Surat

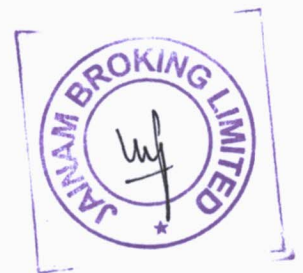
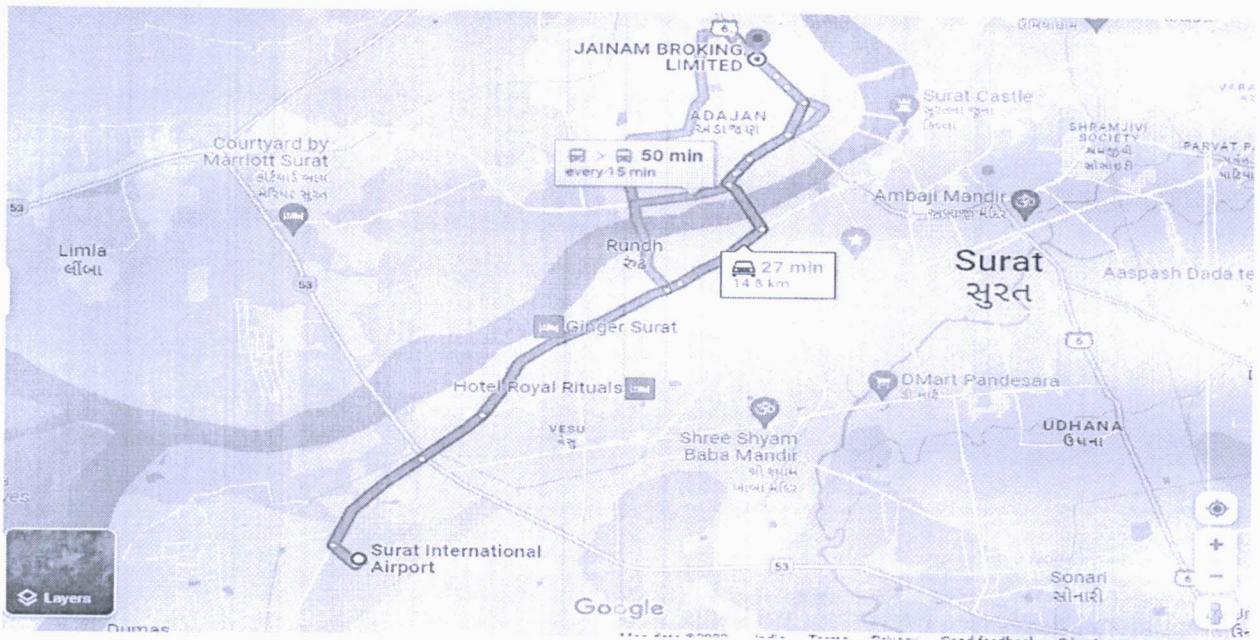
Notes:

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 registered office at least 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. September 02 , 2024. Members seeking to inspect such documents can send an email to compliance@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 " compliance@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 "compliance@jainam.in" keeping "compliance@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 AGM.
11. 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.
12. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.

Route Map of Extra-Ordinary General Meeting



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

Item No. 1: To consider and approval of the alteration of the Article of Association:

In compliance with Section 61 and other relevant provisions of the Companies Act, 2013, the Company has an authorized preference share capital amounting to Rs. 10,00,00,000 (Rupees Ten Crore only), consisting of 1,00,00,000 (One Crore) preference shares of Rs. 10 each, as of August 10, 2024.

The Company had issued 87,50,000 5% optionally convertible Non-cumulative preference shares at on August 21, 2023. On August 01, 2024, the Company redeemed all its preference shares at the request of the preference shareholders. The management currently has no intention to issue any preference shares in the foreseeable future. Consequently, the management proposes to amend Clause 5 of the authorized share capital in the Articles of Association to include provisions that grant the authority to consolidate, reclassify, and subdivide the authorized capital, encompassing both equity and preference shares.

Pursuant to Section 14 of the Companies Act, 2013, the proposed alteration of the AOA requires approval from the shareholders by passing a special resolution at the General Meeting. The revised AOA will be available for inspection at the Company's registered office and Approval of the necessary clause will be sought through a special resolution.

The Board of Directors believes that the reclassification of preference share capital to equity share capital is in the best interest of the Company and its shareholders. Therefore, the Board recommends that shareholders approve the resolution as detailed in the accompanying notice as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives have any concern or interest in this resolution.

Item No. 2: Appointment of the Statutory Auditor to fill casual vacancy:

Pursuant to the provisions of Sections 139, 141, 142, and other applicable provisions of the Companies Act, 2013 ("the Act"), as well as the Companies (Audit and Auditors) Rules, 2014, as amended, Suresh I Surana & Associates, Chartered Accountants (Firm Registration No. 121749W), was appointed as the Statutory Auditors of the Company by the Members at the 19th Annual General Meeting for a term of five (5) years, from the conclusion of the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company.

M/s Suresh I Surana & Associates, the existing Statutory Auditors, have tendered their resignation effective August 08, 2024, due to their non-submission of pending details and preoccupation with other assignments. This has resulted in a casual vacancy in the office of Statutory Auditors of the



Company. According to Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of an auditor must be approved by the shareholders at a General Meeting within three (3) months from the date of the Board of Directors' recommendation. The newly appointed auditor will hold office until the conclusion of the next Annual General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, met on August 10, 2024, and recommended the appointment of M/s. Kothawade & Laddha, Chartered Accountants (FRN: 105339W) as the Statutory Auditors of the Company to fill the casual vacancy. They shall hold office until the conclusion of the ensuing Annual General Meeting and will conduct the Statutory Audit for the financial year ending March 31, 2024.

The Audit Committee and the Board considered their eligibility, capability to serve the Company's business, market standing, clientele, technical knowledge, and other relevant factors, and found M/s. Kothawade & Laddha, Chartered Accountants to be best suited for the Company.

M/s. Kothawade & Laddha, Chartered Accountants (FRN: 105339W), have provided their consent to act as the Statutory Auditors of the Company, along with confirmation that their appointment, if approved by the Members, will be within the limits prescribed under the Companies Act, 2013, and will satisfy the criteria outlined in Section 141 of the Companies Act, 2013.

Accordingly, the approval of the shareholders is sought by way of an Ordinary Resolution.

The Board of Directors recommends the passing of the resolution in Item No. 02 of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company (including their relatives), except to the extent of their shareholding in the Company, have any concern or interest in this resolution.

By the order of Board of Directors
Jainam Broking Limited

Vidhi Parikh

Vidhi Dishant Parikh
Whole time Director
DIN: 07788145



Date: 10/08/2024
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 OF JAINAM BROKING LIMITED TO BE HELD ON 02nd SEPTEMBER, 2024 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY.

PROXY FORM

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 of the Company, to be held on 02nd September, 2024 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 EGM Notice):

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

Signed this _____ day of _____ 2024

Member's Folio No. _____

Signature of shareholder(s) _____

Affix Revenue Stamp.

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

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 02nd September, 2024 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.
3. Members are requested to bring their copy of this Attendance Slip at the Extra-Ordinary General Meeting of the Company.