

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Jainam Broking Limited (Formerly known as Jainam Share Consultants Private Limited) will be held on Wednesday, 17th August, 2022, at 11:00 a.m. at corporate office of the Company situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat - 395007, Gujarat to transact the following businesses:

SPECIAL BUSINESSES:

1. TO SET 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), 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. 4000 crores (Rupees Four Thousand Crores Only).

RESOLVED FURTHER THAT, 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.”

2. TO SET 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. 4000 crores (Rupees Four 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, 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.”

For and on Behalf of Board

M/s. Jainam Broking Limited

(Formerly known as Jainam Share Consultants Private Limited),

Sd/-

Mrs. Vidhi Dishant Parikh

Wholetime Director

DIN: 07788145

Date: 26/07/2022

Place: Surat

NOTES:

1. The members who intend to be present in the EGM shall accord their presence at the corporate office of the Company situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat, Gujarat 395007.
2. 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. 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. 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 General Meeting and at the venue during the Meeting.
6. Web-link for accessing the notice of the Extra Ordinary General Meeting as per Rule 18 of Companies (Management and Administration) Rules 2014 and Secretarial Standard - 2 is as follows:
<https://www.jainam.in>
7. 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”](mailto:compliance@jainam.in) keeping [“meghavi.gonawala@jainam.biz”](mailto:meghavi.gonawala@jainam.biz) in CC.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.
9. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.
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”](mailto:compliance@jainam.in) keeping [“meghavi.gonawala@jainam.biz”](mailto:meghavi.gonawala@jainam.biz) 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 EGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available during the meeting for inspection by the members during the time of EGM.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No: 1 & 2

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 authorise 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. 4000 Crores (Rupees Four Thousand Crores 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.

For and on Behalf of Board

M/s. Jainam Broking Limited

(Formerly known as Jainam Share Consultants Private Limited),

Sd/-

Mrs. Vidhi Dishant Parikh

Wholetime Director

DIN: 07788145

Date: 26/07/2022

Place: Surat

Route Map of Extra Ordinary General Meeting to be held on 17/08/2022 at 11.00 AM at Corporate Office of the Company situate at "Jainam House, Plot No.42,Near Sardayatan School, Piplod, Surat - 395007, Gujarat, India"





ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Wednesday, 17/08/2022 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.

Jainam Broking Limited

Formerly Known as

Jainam Share Consultants Private Limited

(CIN : U67120GJ2003PLC043162)

Jainam House, New Passport Office Road, Kargil Chowk, Piplod, Surat - 395007.
Tel : +91-261-6725555, 2305555 E-mail : corp@jainam.in Website : www.jainam.in



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 Wednesday, 17/08/2022 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:.....DP Id:

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

1. Name:.....E-mail ID:.....
Address:
Signature :or failing him/her
2. Name:.....E-mail ID:.....
Address:
Signature :or failing him/her
3. Name:.....E-mail ID:.....
Address:
Signature :or failing 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 2022-23 of the Company, to be held on Wednesday, 17/08/2022 at 11:00 a.m. at the Corporate office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business(es):

1. To set the Borrowing limits of the company to Rs. 4000 crores (Rupees Four Thousand Crores Only).
2. To set the lease/ encumbrance limits on the properties of the company.

Signed this day of2022

Signature of Member.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate office of the Company situated at "Jainam House,Plot NO.42,Near Sardayatan School, Piplod, Surat - 395007, Gujarat, India", not less than 48 hours before the commencement of the Meeting.

Jainam Broking Limited

Formerly Known as

Jainam Share Consultants Private Limited

(CIN : U67120GJ2003PLC043162)

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