

NOTICE OF EOGM

NOTICE is hereby given that an Extra Ordinary General Meeting of Jainam Broking Limited (formerly known as Jainam Share Consultants Private Limited) will be held on Wednesday, 15th March, 2023 at the corporate office of the Company at Jainam House, Plot No. 42, Near Shardaayan School, Piplod, Surat 395007, Gujarat at 03.00 p.m. to transact the following business:

Special Business:

1. **Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Subsection 2 of the said Section upto an aggregate sum of Rs. 700,00,00,000/- (Rupees Seven Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT any of the Directors of the company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

2. **Authorizing the Board of Directors for advancing Loans in excess of limits specified under section 186 of Companies Act, 2013**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution"

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to;

- Invest in mutual funds, insurance, government bonds, fixed deposits or any other regulated investment instruments;



- Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any other body corporate; and
- Acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

In excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 700,00,00,000/- (Rupees Seven Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security provided, which shall be over and above (i) sixty per cent. of its paid-up share capital, free reserves or/and (ii) the aggregate of free reserves and securities premium account, from time to time."

"FURTHER RESOLVED THAT any of the Directors of the company be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

For and on behalf of

JAINAM BROKING LIMITED

(formerly known As Jainam Share Consultants Private Limited)

Vidhi Dishant Parikh

Vidhi Dishant Parikh
Director
DIN: 07788145



Date: 20.02.2023
Place: Surat

NOTES:-

1. 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 ("EGM") is annexed hereto.
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. The Meeting will be convened at a short notice after obtaining consent of the members as per the provisions of the Companies Act, 2013, read with the Articles of Association of the Company in respect of which a format of the written consent is attached to the Notice.
6. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.
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 General Meeting and at the venue during the Meeting.
8. 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>



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM 1:

The Company is planning to provide support for the business requirements to other companies/ entities in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Deep Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities to the Group Companies. Hence, in order to enable the company to advance loan to those entities in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

None of the Directors of the Company, except to the extent of their shareholding are concerned or interested in the aforesaid resolution, financially or otherwise.

ITEM 2:

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to:-

- Invest in mutual funds, insurance, government bonds, fixed deposits or any other regulated investment instruments;
- Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any other body corporate; and
- Acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

In excess of the limits of:- (i) 60% of the paid-up share capital and free reserves and securities premium account; or (ii) 100% of the free reserves and securities premium account;

We urge the shareholder to pass the proposed resolution with requisite majority so that board is authorised to invest the funds in better way and in excess of limit prescribe under section 186.

The Board recommends the Special Resolution for approval by the Members.



None of the Directors of the Company, except to the extent of their shareholding are concerned or interested in the aforesaid resolution, financially or otherwise.

For and on behalf of
JAINAM BROKING LIMITED
(formerly known As Jainam Share Consultants Private Limited)

Vidhi Parikh

Vidhi Dishant Parikh
Director
DIN: 07788145



Date: 20.02.2023
Place: Surat