

NOTICE OF EOGM

Notice is hereby given that an 2nd Extra Ordinary General Meeting of the Jainam Broking Limited (Formerly Known as Jainam Share Consultants Private Limited) will be held Saturday, 22nd July, 2023 on 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 business:

1. Increase in Authorised share capital of the Company :

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an 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 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 to Rs. 40,80,00,000 (Rupees Forty Crore Eighty Lakhs Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) and 10,00,000 Lakhs Preference Shares of Rs. 10/- (Rupees Ten) each by creation of 8,00,000 (Eight Lakh) Preference 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, 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 Authorised Share Capital of the Company is Rs. 41,00,00,000 (Rupees Forty One Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten) and 10,00,000 (Ten Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT any of the Directors of the Company 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. Issue of 5% Optionally Convertible Redeemable Non-Cumulative Non-participating Preference Shares on Preferential allotment basis through Private Placement:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, permissions, sanctions and consents as may be necessary from any appropriate authorities and all such other approvals and subject to such conditions and

modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board"), the approval of members be and is hereby accorded to the board of the directors to invite, create, offer, issue and allot upto 87,50,000 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares of a face value of Rs. 10/- (Rupees Ten only) per share at a premium of Rs. 390/- (Rupees Three Hundred and Ninety only) each i.e. at a price of Rs. 400/- per preference share, aggregating to an amount of upto Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crore only), in one or more tranche(s), to the existing holders of shares of the Company by way of preferential placement basis through issue of offer document to Jaliyan Commodity on the following terms and conditions as set out in the explanatory statement annexed hereto ('issue')."

The preference shares shall be subject to the following terms and conditions:

1. **Priority with respect to payment of dividend or repayment of capital:** The shares shall carry a preferential right vis à vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
2. **Participation in surplus funds / surplus assets and profits:** The preference shares shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
3. **Rate of Dividend:** The preference shares shall carry dividend of 5% p.a. and the payment of dividend on the preference shares shall be on non-cumulative basis;
4. The Preference shares shall be optionally convertible into equity shares at any time at the discretion of the board of directors of the company in one or more tranches which shall not be later than the period specified under the Act. The preference shareholders shall get 1 equity shares for every four preference share or such number of shares as determined at the time of conversion, subject to the valuation of the Company, for every one preference share held by the preference shareholders or such other ratio as may be decided by way of a resolution passed in a meeting of board of directors and Preference shareholders;
5. The voting rights of the persons shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
6. Term of Redemptions:
 - The preference shares are redeemable in one or more installments at any time by the Company but not later than 20 years from the date of issue.
 - The preference shares may be redeemed out of the share premium account or free reserves of the Company or out of funds from any fresh issue of equity or preference shares at any point of time hereafter at the option of the company before the period of 20 years from the date of issue of the preference shares and at a value (i.e. redemption price) which shall result in an internal rate of return of 5% p.a. for the preference shareholders over the issue price of the preference share from the period of issue of preference shares till the time of its redemption or such premium account as decided at the time of redemption by the Board of the Company.
7. Notwithstanding anything contained above, the Board of Directors shall be at liberty, to vary any of the terms and conditions in respect of the Preference shares as they may deem fit in the best interests of the Company and the preference shareholders, taking into consideration the circumstances prevailing on the respective date of conversion thereof as aforesaid;
8. The Board be authorised to decide and approve the other terms and conditions of the issue of OCPS, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the Listing Regulations, other applicable SEBI Regulations and applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the allottees be recorded for the issue of invitation to subscribe to the Preference Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the allottees inviting the allottees to subscribe to the Preference Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the allottees inviting to subscribe to the Preference Shares.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and Rules, the consent of the members is hereby granted to record the name of the Investors and maintain such record of private placement offer of equity shares in the format of Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the entire share subscription monies shall be received by the Company from Investors at the time of application into a separate bank account opened in a scheduled bank and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof or Director/s or any other Person/s authorised by the Board, be and are hereby authorized to settle any question, doubt or difficulty which may arise in regard to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such conversion or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

**For and on Behalf of Board
Jainam Broking Limited**

Sd/-

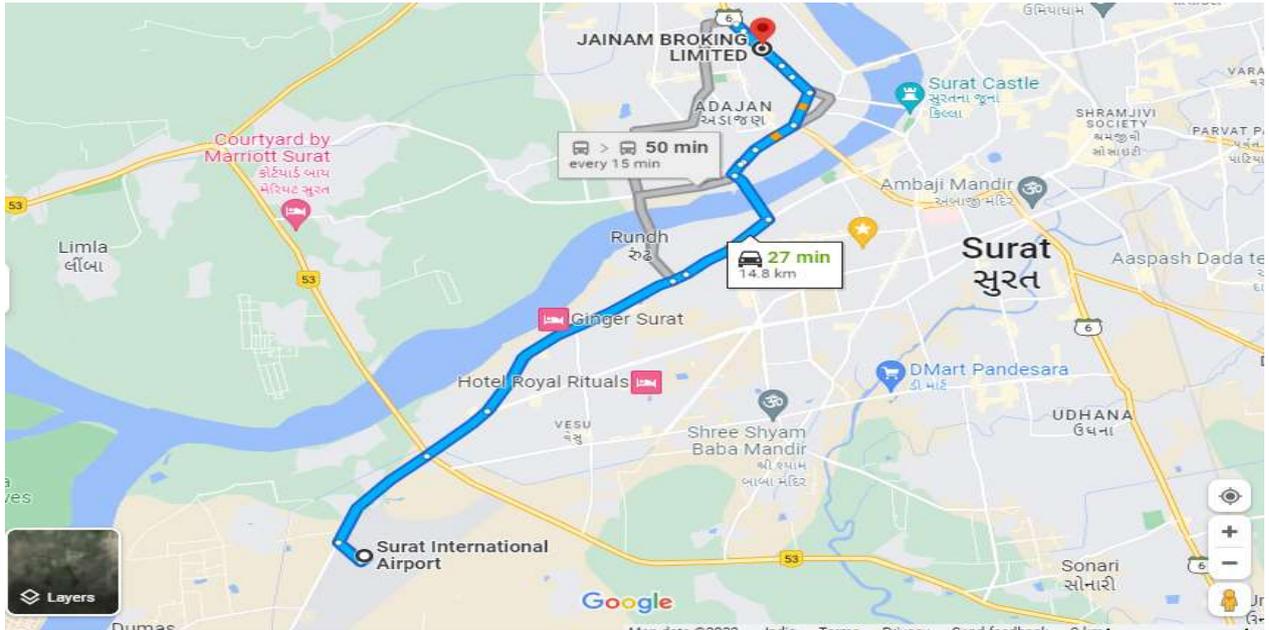
**Milanbhai Sureshbhai Parikh
Managing Director
DIN: 00085061**

**Date: 30/06/2023
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 the corporate 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 General Meeting and will also be available during the Extra 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 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 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.

Taking into consideration the increased fund requirements of the Company, the Board at its Meeting held on 30/06/2023, had accorded its approval for increasing the authorized share capital from Rs. 40,20,00,000 (Rupees Forty Crore Twenty Lakhs Only) to Rs. 41,00,00,000 (Rupees Forty One Crore Only) by creation of 8,00,000 (Eight Lakh) Preference Shares of Rs. 10/- each.

It is therefore proposed to increase the Authorised share capital of the Company from Rs. 40,20,00,000 (Rupees Forty Crore Twenty Lakhs Only) to Rs. 41,00,00,000 (Rupees Forty One Crore Only) by creation of 8,00,000 (Eight lakh) Preference 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:

In order to augment long term resources for implementing future growth plans, it is proposed to issue 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares of the Company for any one or more of the following purposes: (a) general corporate purposes (b) augmenting long term finance for funding growth (c) working capital requirements. The provisions of the Companies Act, 2013 require the Company to seek approval of the Section 62 for issue of preference shares on private placement.

Section 62 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, provides, inter alia, that whenever it is proposed to increase the subscribed capital of the Company by issue of further shares, share shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company or employee of the Company, if authorised by way of special resolution. Furthermore, as per section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, framed thereunder, a

company offering or making an invitation to subscribe to securities, including 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares a preferential basis through private placement, is required to obtain the prior approval of the shareholders by way of a special resolution, for each of the offer and invitation. The approval of the members is accordingly being sought by way of special resolution under sections 42, 55 and 62 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the preference shares aggregating an amount not exceeding Rs. 350 Crore and to offer and allot the preference shares on a preferential basis through private placement on the terms and conditions set out hereunder:

Sr. No.	Particulars		Details
1	Particulars of the offer including the date of passing of the Board Resolution	:	Issue of upto 8,75,000 (Eight Lakhs Seventy Five Thousand only) 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares at a price of Rs. 400/- (Face value of Rs. 10/- each at a premium of Rs. 390/-) Date of passing Board resolution : Approval for proposing the private placement offer and draft offer letter - Calling of General Meeting –
2	Kinds of securities offered and the price at which security is being offered	:	5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares at a price of Rs. 400/- (Face Value of Rs. 10/- per share and Rs. 390/- Premium per share).
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	:	As mentioned in the enclosed copy of the Valuation Certificate issued by CS Abhishek Chhajed, IBBI Registered Valuer, RV Registration No. – IBBI/RV/03/2020/13674 and Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker, SEBI Registration No: INM000012917
4	Name and address of the valuer who performed the valuation	:	CS Abhishek Chhajed IBBI Registered Valuer, RV Registration No. – IBBI/RV/03/2020/13674 134-1-2, Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad - 380001 Beeline Capital Advisors Private Limited SEBI Registration No.: INM000012917 Regd. Office: 807, Phoenix Tower, Opp. New Girish Cold Drinks, Near Vijay Cross Roads, Navrangpura, Ahmedabad - 380009
5	Relevant date with reference to which the price has been arrived	:	30/06/2023
6	Amount which the company intends to raise by way of such securities;	:	Rs. 3,50,00,00,000/- (Rupees Three Fiifty Crore Only)
7	The class or classes of person	:	Certain identified investors by the Board of Directors/

	to whom allotment is proposed to be made		promoters of the Company. (Application for issue of Shares under preferential basis on Private Placement issue shall not carry any right of renunciation)
8	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	:	None of the Directors and Promoters are going to be the part of this Private Placement Offer Letter
9	Proposed time schedule	:	The Board shall determine the offer period. However, the issue may be closed by the Board earlier, if all share application money is received before closure date.
10	Material Terms of raising of such securities	:	Allotment of 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares proposed to be issued at a price of Rs. 400/- (Face Value of Rs. 10/- per share and Rs. 390/- Premium per share).
	• Duration, if applicable:	:	The offerees shall be required to pay an amount of Rs. 400/- (Rupees Four Hundred Only) per 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares along with the application.
	• Mode of Payment:	:	Via RTGS/NEFT/IMPS/Cheque/through Normal Banking Channels
	• Mode of Repayment:	:	Not applicable
11	Purposes or objects of offer	:	Considering the growing market opportunities, it is in requirement of further capital in the form of working capital to meet its funds requirements.
12	Principle terms of assets charged as securities	:	Since the proposal is of issue of 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares only; no asset requires to be charged as securities.
13	Rate of Dividend		Each OCRPS shall carry a cumulative right of dividend at a Rate of 5% on Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares per annum, out of the profits of the Company and the payment of such dividend shall have priority over any dividend rights of the equity shares of the Company.
14	Manner and modes of redemption		<ul style="list-style-type: none"> • The preference shares are redeemable in one or more installments at any time by the Company but not later than 20 years from the date of issue. • The preference shares may be redeemed out of

			the share premium account or free reserves of the Company or out of funds from any fresh issue of equity or preference shares at any point of time hereafter at the option of the company before the period of 20 years from the date of issue of the preference shares and at a value (i.e. redemption price) which shall result in an internal rate of return of 5% p.a. for the preference shareholders over the issue price of the preference share from the period of issue of preference shares till the time of its redemption or such premium account as decided at the time of redemption by the Board of the Company.
15	Manner and mode of conversion		The Preference shares shall be optionally convertible into equity shares at any time at the discretion of the board of directors of the company in one or more tranches which shall not be later than the period specified under the Act. The preference shareholders shall get 1 equity shares for every four preference share or such number of shares as determined at the time of conversion, subject to the valuation of the Company, for every one preference share held by the preference shareholders or such other ratio as may be decided by way of a resolution passed in a meeting of board of directors and Preference shareholders.

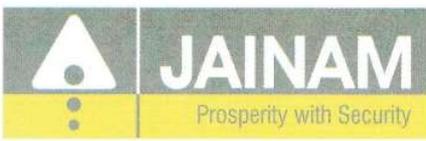
The following disclosures are made in terms of Rule 14(1) of section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014:

1	objects of the issue	Considering the growing market opportunities, it is in requirement of further capital in the form of working capital to meet its funds requirements.
2	Total No. of Shares to be issued	Issue of 87,50,000 (Eighty Seven Lakh Fifty Thousand only) 5% Non-Cumulative, optionally Convertible, Non - Participating Redeemable Preference Shares at a price of Rs. 400/- (Face value of Rs. 10/- at a premium of Rs. 390/-)
3	price or price band at/within which the allotment is proposed	at a price of Rs. 400/- (Face value of Rs. 10/- at a premium of Rs. 390/-)
4	basis on which the price has been arrived at along with report of the registered valuer	Valuation Report is enclosed.
5	relevant date with reference to which the price has been arrived	30/06/2023

	at	
6	the class or classes of persons to whom the allotment is proposed to be made	The investors identified by the Promoters/ Board of Directors of the Company.
7	intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Directors and Promoters are going to be the part of this Private Placement Offer Letter
8	the proposed time within which the allotment shall be completed	60 days from the date of receipt of share application money.
9	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Jaliyan Commodity
10	the change in control, if any, in the company that would occur consequent to the preferential offer	There is no change in control consequent to the private placement.
11	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Not Applicable
12	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable

Accordingly, consent of the shareholders is being sought in terms of In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out at Item No. 02 for approval of the members as Special resolution.



Jainam Broking Limited

(formerly known as Jainam Share Consultants Private Limited)

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested, financially or otherwise.

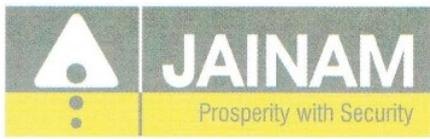
**For and on Behalf of Board
Jainam Broking Limited**

Sd/-

**Milanbhai Sureshbhai Parikh
Managing Director
DIN: 00085061**

Date: 30/06/2023

Place: Surat



Jainam Broking Limited

(formerly known as Jainam Share Consultants Private Limited)

ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Saturday, 22/07/2023 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:

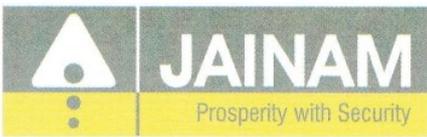
Number of Equity Shares held:

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.



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, 22/07/2023 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:..... 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 2023-24 of the Company, to be held on Saturday, 22/07/2023 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)

Affix
Revenue
Stamp.

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.