

JAIN VANIJYA UDYOG LIMITED

Reg Office: 98, Christopher Road, Flat-1, B-5, Vrindavan Garden, Kolkata-700046

Phone: 033 – 2328 0003

Email id: info@jainvanijya.com

Website: www.jainvanijya.com

CIN: L51909WB1984PLC038212

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting ('EGM') of the Members of Jain Vanijya Udyog Limited will be held at the Registered Office of the Company at 98, Christopher Road, Vrindavan Garden, Flat-1, B-5, Kolkata-700046 on Thursday, 25th day of January, 2023 at 1.00 p.m. to transact the following business:

ITEM NO 1 - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lac Only) divided into 35,00,000 (Thirty-Five Lac) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional 95,00,000 (Ninety-Five Lac) equity shares of Rs. 10/- (Rupees Ten Only) 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 Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

"The Authorized Share Capital of the Company is 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each with the rights, privileges and conditions attaching hereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respective by such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as

may be permitted by the Companies Act, as provided by the Articles of Association for the time being.”

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

ITEM NO 2 - PREFERENTIAL ISSUE OF UPTO 92,37,500 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement entered into with Calcutta Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Reserve Bank of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 92,37,500 (Ninety Two Lac Thirty Seven Thousand Five Hundred) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Non-Promoter’ Category, on preferential basis, at an issue price of ₹ 16/- (Rupees Sixteen Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 14,78,00,000/- (Rupees Fourteen Crore Seventy Eight Lac Only), on such further terms and conditions as may be finalized, to the below mentioned persons (“Proposed Allottees”):

Sr. No.	Name of the Proposed Allottee	Category	Maximum no. of warrants to be issued
1	Hemlata Suresh Kothari	Non-Promoter	50,000

2	Aruna Rajesh Kothari	Non-Promoter	50,000
3	Anitha Vasant Kothari	Non-Promoter	50,000
4	Girish Dhirajmal Kothari	Non-Promoter	50,000
5	Suresh Kewalchand Kothari	Non-Promoter	62,500
6	Karan Rajesh Kothari	Non-Promoter	62,500
7	Neeta Girish Kothari	Non-Promoter	62,500
8	Meena Naresh Kotahri	Non-Promoter	62,500
9	Naresh Kewalchand Kothari	Non-Promoter	62,500
10	Rajesh Champalal Kothari	Non-Promoter	62,500
11	Dipika Sailesh Patel	Non-Promoter	1,15,000
12	Shailesh Becharbhai Patel	Non-Promoter	1,15,000
13	Girdhari Lal Dalmia	Non-Promoter	1,15,000
14	Suresh Kumar Dalmia	Non-Promoter	1,15,000
15	Prem Kumar Goyal HUF	Non-Promoter	1,15,000
16	Anita Goyal	Non-Promoter	1,15,000
17	Jayesh Goyal	Non-Promoter	1,15,000
18	Pawan Jagdish Gupta	Non-Promoter	1,15,000
19	Pramila Gupta	Non-Promoter	1,15,000
20	Pawan Gupta HUF	Non-Promoter	1,15,000
21	Sandeep Garodia	Non-Promoter	1,15,000
22	Shweta Garodia	Non-Promoter	1,15,000
23	Vidhi Garodia	Non-Promoter	1,15,000
24	Naveen Poddar	Non-Promoter	1,15,000
25	Praveen Poddar	Non-Promoter	1,15,000
26	Priyanka Poddar	Non-Promoter	1,15,000
27	Reena Poddar	Non-Promoter	1,15,000
28	Anirudh Poddar	Non-Promoter	1,15,000
29	Sashi Maskara	Non-Promoter	1,15,000
30	Tanishq Maskara	Non-Promoter	1,15,000
31	Vinay Maskara	Non-Promoter	1,15,000
32	Basant Agarwal	Non-Promoter	1,15,000
33	Ruchika Agarwal	Non-Promoter	1,15,000
34	Rav Avtar Agarwal	Non-Promoter	1,15,000
35	Shiv Lata Agarwal	Non-Promoter	1,15,000
36	Yashvi Agarwal	Non-Promoter	1,15,000
37	Mit Tarun Brahmhatt	Non-Promoter	1,15,000
38	Vinit Tarun Brahmhatt	Non-Promoter	1,15,000
39	Abhishek Bhownsinka	Non-Promoter	1,15,000
40	Sapna Bhownsinka	Non-Promoter	1,15,000
41	Abhishek Bhownsinka HUF	Non-Promoter	1,15,000
42	Utkarsh Bhownsinka	Non-Promoter	1,15,000
43	Shyam Lal Agarwal HUF	Non-Promoter	1,15,000
44	Lalit Tapadia	Non-Promoter	1,15,000
45	Neeta Lalit Tapadia	Non-Promoter	1,15,000
46	Sakshi Vijay Yadav	Non-Promoter	1,15,000
47	Sanjhi Vijaykumar Yadav	Non-Promoter	1,15,000
48	Vijay Laltaprasad Yadav	Non-Promoter	1,15,000
49	Kumar Nagindas Shah	Non-Promoter	1,15,000

50	Vishal Kumar Shah	Non-Promoter	1,15,000
51	Raj Kumar Shah	Non-Promoter	1,15,000
52	Pooja Singh	Non-Promoter	2,30,000
53	Rohit Adhikary	Non-Promoter	2,30,000
54	Kunal Chatterjee	Non-Promoter	2,30,000
55	Kumar Mangat Pathak	Non-Promoter	2,30,000
56	Neelam Kumar Mangat Pathak	Non-Promoter	2,30,000
57	Maruti Stockfin Private Limited	Non-Promoter	2,30,000
58	Motilal Laxkar	Non-Promoter	2,30,000
59	Prakash Bhagwanji Shah	Non-Promoter	2,30,000
60	Utkarsh Agarwal	Non-Promoter	3,37,500
61	Bhagwati Dalmia	Non-Promoter	1,15,000
62	Purvi Ketan Shah	Non-Promoter	1,15,000
63	Babita Ribiwala	Non-Promoter	1,15,000
64	Intellect Fincap Advisors Private Limited	Non-Promoter	4,50,000
65	Swaransh Dealers LLP	Non-Promoter	5,25,000
66	Amaira Dealers LLP	Non-Promoter	4,50,000
TOTAL			92,37,500

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Tuesday, December 26, 2023, being the date 30 days prior to the date of Extra Ordinary General Meeting scheduled to be held on Thursday, January 25, 2024.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite forms and documents with the Registrar of Companies, Reserve Bank of India (RBI), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/ Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Place: Kolkata

Date: 30th December, 2023

By Order of the Board of Directors

Sd/-

Ankita Mahansaria

Managing Director

DIN: 09083595

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY SO APPOINTED NEED NOT TO BE MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') is annexed hereto.
3. The Member /Proxies should bring the Attendance Slip Sent herewith duly filled for attending the Meeting.
4. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., ABS Consultant Private Limited at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001
 - a) Email Id
 - b) PAN No
 - c) Unique Identification No.
 - d) Mother's Name
 - e) Occupation
 - f) In case of a minor (Guardian's Name and date of birth of the Member)
 - g) CIN (In case the member is a body corporate)
5. Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) intending to attend EGM through their Authorized Representatives are requested to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the Meeting on its behalf and to vote through poll or remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to contact.c3consulting@gmail.com with a copy marked to the company's email address i.e., info@jainvanijya.com.

6. 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.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
8. Electronic copy of the notice of the Extra - Ordinary General Meeting (EGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes.
9. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the Meeting.
10. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
11. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., **ABS Consultant Pvt. Limited** at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 Contact No.:(033) 2230 1043, 2243 0153, E-Mail: absconsultant99@gmail.com
12. In conformity with regulatory requirements, the Company will **NOT** be distributing any gift, gift coupons or cash in lieu of gifts at the EGM or in connection therewith.
13. In compliance with the applicable MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DP")/Company's Registrar and Transfer Agent ("RTA").
14. Notice of the EGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on **22nd December, 2023** at the e-mail ids registered with the Company/ Depository Participant(s). The Members may note that the Notice of EGM will also be available on the Company's website www.jainvanijya.com, website of the Calcutta Stock Exchange Limited at www.cse-india.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
15. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.

16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 18th January, 2024, only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
17. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 18th January, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
18. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
19. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e., 18th January, 2024 are requested to send the written / email communication to the Company at info@jainvanijya.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
21. Mrs. Twinkle Agarwal (Practicing Company Secretary) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the Extra - Ordinary General Meeting, will first count the votes at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results shall be declared at or after the Extra - Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jainvanijya.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to CSE Limited where the shares of the Company are listed.
23. Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, ABS Consultant Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.

24. Members who have not yet surrendered their old Share Certificate(s) for exchange with new Certificate(s) bearing hologram, logo and barcoding are requested to surrender the same to the Company's Registrar and Share Transfer Agents, ABS Consultant Private Limited.
25. Once the vote on a resolution is cast by a member, the member shall not be allowed, to change it subsequently or cast the vote again.
26. The route map showing directions to reach the venue of the Extra - Ordinary General Meeting is annexed.
27. **Voting through Electronic Means**
 - a) The voting period begins on 22nd January, 2024 at 09:00 a.m. and ends on 24th January, 2024 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th January, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- e) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal</p>

<p>in demat mode with NSDL</p>	<p>Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <JAIN VANIJYA UDYOG LIMITED> on which you choose to vote.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

r) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; info@jainvanijya.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Place: Kolkata
Date: 30th December, 2023

By Order of the Board of Directors
Sd/-
Ankita Mahansaria
Managing Director
DIN: 09083595

EXPLANATORY STATEMENT
(Pursuant To Section 102 of the Companies Act, 2013)

ITEM NO 1 - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lac Only) divided into 35,00,000 (Thirty-Five Lac) Equity shares of Rs. 10/- (Rupees Ten Only) each.

Considering the Company's present and future business growth plans, it is proposed to increase the Authorised Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lac Only) divided into 35,00,000 (Thirty-Five Lac) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lac) equity shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional 95,00,000 (One Ninety-Five Lac) equity shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase of the Authorised Share Capital of the Company requires the approval of the members in general meeting.

The Board accordingly recommends the same for member's approval by way of Ordinary Resolution for matters in the Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the abovementioned resolution.

ITEM NO 2 - PREFERENTIAL ISSUE OF UPTO 92,37,500 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

The Special Resolution contained in Item No. 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 92,37,500 (Ninety Two Lac Thirty Seven Thousand Five Hundred) Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at an issue price of ₹ 16/- each, aggregating up to ₹ 14,78,00,000/- (Rupees Fourteen Crore Seventy Eight Lac Only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Non-Promoter' Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Saturday, 30th December, 2023.

The approval of the members is accordingly being sought by means of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

1. Issue related expenses; and
2. Working Capital Requirements.

(Hereinafter collectively referred to as “Objects”)

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue.

Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds

As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated amount to be utilized (Rs. In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Issue related expenses	0.15	Latest by December 2025
2	Working Capital Requirements	1.328	
	TOTAL	1.478	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note: In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 dated December 13, 2022, the amount specified for the above mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

The proposed issue has been made to meet the net owned funds requirements as laid down down by the Reserve Bank of India in respect of non-banking finance companies vide Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by December, 2025.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any such factors, the remaining proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such business opportunities as may be allowed by the Board from time to time.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential Issue of up to 92,37,500 Fully Convertible Warrants ('Warrants') of face value of Rs. 10/- each at issue price of ₹ 16/- each, aggregating up to ₹ 14,78,00,000/- (Rupees Fourteen Crore Seventy Eight Lac Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

III. The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer.

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of warrants proposed to be issued.

IV. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Strategic Investors, who are Individuals and Bodies Corporate. Strategic Investors are belonging to Non Promoter category of the Company.

V. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue to 'Non-Promoter' is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post-Issue Shareholding (Presuming full conversion of Warrants)	
	No. of Shares	%		No. of Shares	% *
(A) Promoter Shareholding	0	0.00	0	0	0.00
(1) Indian	0	0.00	0	0	0.00
(a) Individuals & HUF	0	0.00	0	0	0.00
b) Bodies Corporate	0	0.00	0	0	0.00
Sub Total (A)(1)	0	0.00	0	0	0.00
(2) Foreign promoters	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	0	0.00	0	0	0.00
(B) Public Shareholding				0	
B1) Institutional Investors	0	0.00	0	0	0.00
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00
B3) Non-Institutional Investors	0	0.00	0	0	0.00
Individuals/HUF	13,93,250	42.88	75,82,500	89,75,750	71.88
Body Corporate	18,55,750	57.12	16,55,000	35,10,750	28.12
Others (Including NRI)	0	0.00	0	0	0.00
Total Public Shareholding B=B1+B2+B3	32,49,000	100.00	0	1,24,86,500	100.00
C) Non-Promoter - Non-Public	0	0.00	0	0	0.00
Grand Total (A+B+C)	32,49,000	100.00	92,37,500	1,24,86,500	100.00

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹12,48,65,000 (Rupees Twelve Crores Forty Eight Lacs Sixty Five Thousand Only) divided into 1,24,86,500 (One Crore Twenty Four Lacs Eighty Six Thousand Five Hundred Only) Equity Shares of ₹10/- (Rupees Ten Only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, 22nd December, 2023.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that

where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable, since the Company has not made preferential issue of any Security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottees	Category	Name of ultimate beneficial owners
1	Hemlata Suresh Kothari	Non-Promoter	Not Applicable as allottee is a natural person.
2	Aruna Rajesh Kothari	Non-Promoter	
3	Anitha Vasant Kothari	Non-Promoter	
4	Girish Dhirajmal Kothari	Non-Promoter	
5	Suresh Kewalchand Kothari	Non-Promoter	
6	Karan Rajesh Kothari	Non-Promoter	
7	Neeta Girish Kothari	Non-Promoter	
8	Meena Naresh Kotahri	Non-Promoter	
9	Naresh Kewalchand Kothari	Non-Promoter	
10	Rajesh Champalal Kothari	Non-Promoter	
11	Dipika Sailesh Patel	Non-Promoter	
12	Shailesh Becharbhai Patel	Non-Promoter	
13	Girdhari Lal Dalmia	Non-Promoter	
14	Suresh Kumar Dalmia	Non-Promoter	
15	Prem Kumar Goyal HUF	Non-Promoter	
16	Anita Goyal	Non-Promoter	
17	Jayesh Goyal	Non-Promoter	
18	Pawan Jagdish Gupta	Non-Promoter	
19	Pramila Gupta	Non-Promoter	
20	Pawan Gupta HUF	Non-Promoter	
21	Sandeep Garodia	Non-Promoter	
22	Shweta Garodia	Non-Promoter	
23	Vidhi Garodia	Non-Promoter	
24	Naveen Poddar	Non-Promoter	
25	Praveen Poddar	Non-Promoter	
26	Priyanka Poddar	Non-Promoter	
27	Reena Poddar	Non-Promoter	
28	Anirudh Poddar	Non-Promoter	
29	Sashi Maskara	Non-Promoter	
30	Tanishq Maskara	Non-Promoter	
31	Vinay Maskara	Non-Promoter	
32	Basant Agarwal	Non-Promoter	

33	Ruchika Agarwal	Non-Promoter	
34	Rav Avtar Agarwal	Non-Promoter	
35	Shiv Lata Agarwal	Non-Promoter	
36	Yashvi Agarwal	Non-Promoter	
37	Mit Tarun Brahmhatt	Non-Promoter	
38	Vinit Tarun Brahmhatt	Non-Promoter	
39	Abhishek Bhownsinka	Non-Promoter	
40	Sapna Bhownsinka	Non-Promoter	
41	Abhishek Bhownsinka HUF	Non-Promoter	
42	Utkarsh Bhownsinka	Non-Promoter	
43	Shyam Lal Agarwal HUF	Non-Promoter	
44	Lalit Tapadia	Non-Promoter	
45	Neeta Lalit Tapadia	Non-Promoter	
46	Sakshi Vijay Yadav	Non-Promoter	
47	Sanjhi Vijaykumar Yadav	Non-Promoter	
48	Vijay Laltaprasad Yadav	Non-Promoter	
49	Kumar Nagindas Shah	Non-Promoter	
50	Vishal Kumar Shah	Non-Promoter	
51	Raj Kumar Shah	Non-Promoter	
52	Pooja Singh	Non-Promoter	
53	Rohit Adhikary	Non-Promoter	
54	Kunal Chatterjee	Non-Promoter	
55	Kumar Mangat Pathak	Non-Promoter	
56	Neelam Kumar Mangat Pathak	Non-Promoter	
57	Maruti Stockfin Private Limited	Non-Promoter	Kamala Devi Choraria
58	Motilal Laxkar	Non-Promoter	Not Applicable as allottee is a natural person.
59	Prakash Bhagwanji Shah	Non-Promoter	
60	Utkarsh Agarwal	Non-Promoter	
61	Bhagwati Dalmia	Non-Promoter	
62	Purvi Ketan Shah	Non-Promoter	
63	Babita Ribiawla	Non-Promoter	
64	Intellect Fincap Advisors Private Limited	Non-Promoter	Sandeep Jindal
65	Swaransh Dealers LLP	Non-Promoter	Not Applicable
66	Amaira Dealers LLP	Non-Promoter	Not Applicable

IX. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Sr. No.	Name	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post-Issue Shareholding (Presuming full conversion of Warrants)	
		No. of Shares	%		No. of Shares	% *
1	Hemlata Suresh Kothari	0	0.00	50,000	50,000	0.40

2	Aruna Rajesh Kothari	0	0.00	50,000	50,000	0.40
3	Anitha Vasant Kothari	0	0.00	50,000	50,000	0.40
4	Girish Dhirajmal Kothari	0	0.00	50,000	50,000	0.40
5	Suresh Kewalchand Kothari	0	0.00	62,500	62,500	0.50
6	Karan Rajesh Kothari	0	0.00	62,500	62,500	0.50
7	Neeta Girish Kothari	0	0.00	62,500	62,500	0.50
8	Meena Naresh Kothari	0	0.00	62,500	62,500	0.50
9	Naresh Kewalchand Kothari	0	0.00	62,500	62,500	0.50
10	Rajesh Champalal Kothari	0	0.00	62,500	62,500	0.50
11	Dipika Sailesh Patel	0	0.00	1,15,000	1,15,000	0.92
12	Shailesh Becharbhai Patel	0	0.00	1,15,000	1,15,000	0.92
13	Girdhari Lal Dalmia	0	0.00	1,15,000	1,15,000	0.92
14	Suresh Kumar Dalmia	0	0.00	1,15,000	1,15,000	0.92
15	Prem Kumar Goyal HUF	0	0.00	1,15,000	1,15,000	0.92
16	Anita Goyal	0	0.00	1,15,000	1,15,000	0.92
17	Jayesh Goyal	0	0.00	1,15,000	1,15,000	0.92
18	Pawan Jagdish Gupta	0	0.00	1,15,000	1,15,000	0.92
19	Pramila Gupta	0	0.00	1,15,000	1,15,000	0.92
20	Pawan Gupta HUF	0	0.00	1,15,000	1,15,000	0.92
21	Sandeep Garodia	0	0.00	1,15,000	1,15,000	0.92
22	Shweta Garodia	0	0.00	1,15,000	1,15,000	0.92
23	Vidhi Garodia	0	0.00	1,15,000	1,15,000	0.92
24	Naveen Poddar	0	0.00	1,15,000	1,15,000	0.92
25	Praveen Poddar	0	0.00	1,15,000	1,15,000	0.92
26	Priyanka Poddar	0	0.00	1,15,000	1,15,000	

						0.92
27	Reena Poddar	0	0.00	1,15,000	1,15,000	0.92
28	Anirudh Poddar	0	0.00	1,15,000	1,15,000	0.92
29	Sashi Maskara	0	0.00	1,15,000	1,15,000	0.92
30	Tanishq Maskara	0	0.00	1,15,000	1,15,000	0.92
31	Vinay Maskara	0	0.00	1,15,000	1,15,000	0.92
32	Basant Agarwal	0	0.00	1,15,000	1,15,000	0.92
33	Ruchika Agarwal	0	0.00	1,15,000	1,15,000	0.92
34	Rav Avtar Agarwal	0	0.00	1,15,000	1,15,000	0.92
35	Shiv Lata Agarwal	0	0.00	1,15,000	1,15,000	0.92
36	Yashvi Agarwal	0	0.00	1,15,000	1,15,000	0.92
37	Mit Tarun Brahmbhatt	0	0.00	1,15,000	1,15,000	0.92
38	Vinit Tarun Brahmbhatt	0	0.00	1,15,000	1,15,000	0.92
39	Abhishek Bhowinka	0	0.00	1,15,000	1,15,000	0.92
40	Sapna Bhowinka	0	0.00	1,15,000	1,15,000	0.92
41	Abhishek Bhowinka HUF	0	0.00	1,15,000	1,15,000	0.92
42	Utkarsh Bhowinka	0	0.00	1,15,000	1,15,000	0.92
43	Shyam Lal Agarwal HUF	0	0.00	1,15,000	1,15,000	0.92
44	Lalit Tapadia	0	0.00	1,15,000	1,15,000	0.92
45	Neeta Lalit Tapadia	0	0.00	1,15,000	1,15,000	0.92
46	Sakshi Vijay Yadav	0	0.00	1,15,000	1,15,000	0.92
47	Sanjhi Vijaykumar Yadav	0	0.00	1,15,000	1,15,000	0.92
48	Vijay Laltaprasad Yadav	0	0.00	1,15,000	1,15,000	0.92
49	Kumar Nagindas Shah	0	0.00	1,15,000	1,15,000	0.92
50	Vishal Kumar Shah	0	0.00	1,15,000	1,15,000	0.92

51	Raj Kumar Shah	0	0.00	1,15,000	1,15,000	0.92
52	Pooja Singh	0	0.00	2,30,000	2,30,000	1.84
53	Rohit Adhikary	0	0.00	2,30,000	2,30,000	1.84
54	Kunal Chatterjee	0	0.00	2,30,000	2,30,000	1.84
55	Kumar Mangat Pathak	0	0.00	2,30,000	2,30,000	1.84
56	Neelam Kumar Mangat Pathak	0	0.00	2,30,000	2,30,000	1.84
57	Maruti Stockfin Private Limited	0	0.00	2,30,000	2,30,000	1.84
58	Motilal Laxkar	0	0.00	2,30,000	2,30,000	1.84
59	Prakash Bhagwanji Shah	0	0.00	2,30,000	2,30,000	1.84
60	Utkarsh Agarwal	0	0.00	3,37,500	3,37,500	2.70
61	Bhagwati Dalmia	0	0.00	1,15,000	1,15,000	0.92
62	Purvi Ketan Shah	0	0.00	1,15,000	1,15,000	0.92
63	Babita Ribiwla	0	0.00	1,15,000	1,15,000	0.92
64	Intellect Fincap Advisors Private Limited	0	0.00	4,50,000	4,50,000	3.60
65	Swaransh Dealers LLP	0	0.00	5,25,000	5,25,000	4.20
66	Amaira Dealers LLP	0	0.00	4,50,000	4,50,000	3.60

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹12,48,65,000 (Rupees Twelve Crores Forty Eight Lacs Sixty Five Thousand Only) divided into 1,24,86,500 (One Crore Twenty Four Lacs Eighty Six Thousand Five Hundred Only) Equity Shares of ₹10/- (Rupees Ten Only) each.

Note: The post holding may vary depending upon any other corporate action in between.

As a result of the proposed preferential issue of Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

X. Lock-in Period:

(a) The Warrants to be allotted shall be subject to lock-in, in accordance with Chapter V of the SEBI ICDR Regulations.

(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XI. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Tuesday, 26th December, 2023, for the purpose of computation of issue price of Warrants.

- i. The Equity Shares of the Company are listed on Calcutta Stock Exchange ('CSE') and are not frequently traded as per the provisions of SEBI ICDR Regulations as on the Relevant Date. Since this method of valuation is not applicable, the minimum issue price per Warrant was considered taking into account the valuation report from Mr. Manish Gadia, an Independent Registered Valuer.
- ii. The Articles of Association of the Company do not prescribe any method for valuation of shares or other securities to be issued by the Company. Thus, the issue price is not ultra-vires the provisions of the Articles of Association of the Company.
- iii. The Company has obtained Valuation report dated 29th December, 2023 from Mr. Manish Gadia, an Independent Registered Valuer (Registration No.: IBBI/RV/06/2019/11646). The price determined through the valuation report is ₹ 16/- per Warrant. The said report is available on the website of the Company at www.jainvanijya.com.

Thus, the price of the Warrants to be allotted on preferential basis is ₹ 16/- (Rupees Sixteen only) each to the proposed allottees, which is higher than above mentioned prices.

XII. Undertakings:

- Neither the Company nor its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIII. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

XIV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of Allottee	Current Status	Post Status
1	Hemlata Suresh Kothari	Non-Promoter	Non-Promoter
2	Aruna Rajesh Kothari	Non-Promoter	Non-Promoter
3	Anitha Vasant Kothari	Non-Promoter	Non-Promoter
4	Girish Dhirajmal Kothari	Non-Promoter	Non-Promoter
5	Suresh Kewalchand Kothari	Non-Promoter	Non-Promoter
6	Karan Rajesh Kothari	Non-Promoter	Non-Promoter
7	Neeta Girish Kothari	Non-Promoter	Non-Promoter
8	Meena Naresh Kotahri	Non-Promoter	Non-Promoter
9	Naresh Kewalchand Kothari	Non-Promoter	Non-Promoter
10	Rajesh Champalal Kothari	Non-Promoter	Non-Promoter
11	Dipika Sailesh Patel	Non-Promoter	Non-Promoter
12	Shailesh Becharbhai Patel	Non-Promoter	Non-Promoter
13	Girdhari Lal Dalmia	Non-Promoter	Non-Promoter
14	Suresh Kumar Dalmia	Non-Promoter	Non-Promoter
15	Prem Kumar Goyal HUF	Non-Promoter	Non-Promoter
16	Anita Goyal	Non-Promoter	Non-Promoter
17	Jayesh Goyal	Non-Promoter	Non-Promoter
18	Pawan Jagdish Gupta	Non-Promoter	Non-Promoter
19	Pramila Gupta	Non-Promoter	Non-Promoter
20	Pawan Gupta HUF	Non-Promoter	Non-Promoter
21	Sandeep Garodia	Non-Promoter	Non-Promoter
22	Shweta Garodia	Non-Promoter	Non-Promoter
23	Vidhi Garodia	Non-Promoter	Non-Promoter
24	Naveen Poddar	Non-Promoter	Non-Promoter
25	Praveen Poddar	Non-Promoter	Non-Promoter
26	Priyanka Poddar	Non-Promoter	Non-Promoter
27	Reena Poddar	Non-Promoter	Non-Promoter
28	Anirudh Poddar	Non-Promoter	Non-Promoter
29	Sashi Maskara	Non-Promoter	Non-Promoter
30	Tanishq Maskara	Non-Promoter	Non-Promoter
31	Vinay Maskara	Non-Promoter	Non-Promoter
32	Basant Agarwal	Non-Promoter	Non-Promoter
33	Ruchika Agarwal	Non-Promoter	Non-Promoter
34	Rav Avtar Agarwal	Non-Promoter	Non-Promoter
35	Shiv Lata Agarwal	Non-Promoter	Non-Promoter
36	Yashvi Agarwal	Non-Promoter	Non-Promoter
37	Mit Tarun Brahmhatt	Non-Promoter	Non-Promoter

38	Vinit Tarun Brahmhatt	Non-Promoter	Non-Promoter
39	Abhishek Bhowsinka	Non-Promoter	Non-Promoter
40	Sapna Bhowsinka	Non-Promoter	Non-Promoter
41	Abhishek Bhowsinka HUF	Non-Promoter	Non-Promoter
42	Utkarsh Bhowsinka	Non-Promoter	Non-Promoter
43	Shyam Lal Agarwal HUF	Non-Promoter	Non-Promoter
44	Lalit Tapadia	Non-Promoter	Non-Promoter
45	Neeta Lalit Tapadia	Non-Promoter	Non-Promoter
46	Sakshi Vijay Yadav	Non-Promoter	Non-Promoter
47-	Sanjhi Vijaykumar Yadav	Non-Promoter	Non-Promoter
48	Vijay Laltaprasad Yadav	Non-Promoter	Non-Promoter
49	Kumar Nagindas Shah	Non-Promoter	Non-Promoter
50	Vishal Kumar Shah	Non-Promoter	Non-Promoter
51	Raj Kumar Shah	Non-Promoter	Non-Promoter
52	Pooja Singh	Non-Promoter	Non-Promoter
53	Rohit Adhikary	Non-Promoter	Non-Promoter
54	Kunal Chatterjee	Non-Promoter	Non-Promoter
55	Kumar Mangat Pathak	Non-Promoter	Non-Promoter
56	Neelam Kumar Mangat Pathak	Non-Promoter	Non-Promoter
57	Maruti Stockfin Private Limited	Non-Promoter	Non-Promoter
58	Motilal Laxkar	Non-Promoter	Non-Promoter
59	Prakash Bhagwanji Shah	Non-Promoter	Non-Promoter
60	Utkarsh Agarwal	Non-Promoter	Non-Promoter
61	Bhagwati Dalmia	Non-Promoter	Non-Promoter
62	Purvi Ketan Shah	Non-Promoter	Non-Promoter
63	Babita Ribiawla	Non-Promoter	Non-Promoter
64	Intellect Fincap Advisors Private Limited	Non-Promoter	Non-Promoter
65	Swaransh Dealers LLP	Non-Promoter	Non-Promoter
66	Amaira Dealers LLP	Non-Promoter	Non-Promoter

XV. Practicing Company Secretary's Certificate:

The certificate from Mrs. Twinkle Agarwal, Practicing Company Secretary, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.jainvanijya.com.

XVI. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 2 of this Notice.

XVII. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

XVIII. Monitoring of Utilization of Funds:

As the issue size is not more than Rs. 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI (ICDR) Regulations.

The Board of Directors recommends the resolutions as set out in Item No. 2 of this notice for the issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Place: Kolkata
Date: 30th December, 2023

By Order of the Board of Directors
Sd/-
Ankita Mahansaria
Managing Director
DIN: 09083595

Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

I, hereby record my presence at the Extra - Ordinary General Meeting of the Company being held on Thursday, 25th day of January, 2024 at 1.00 p.m. at the Registered Office of the Company at 98, Christopher Road, Vrindavan Garden, Flat-1, B-5, Kolkata-700046 and at any adjournment thereof.

DP-ID*	
No. of shares held	Client ID*
Member / Proxy Name <i>(Please mention in block letters)</i>	Member / Proxy Signature

* Applicable for Members holding Shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
240101001		

The E-Voting facility will be available during the following voting period:

Commencement of E-Voting: From <Monday, 22nd January, 2024 at 9.00 AM >

End of E-Voting: Up to <Wednesday, 24th January, 2024 at 5.00 PM>

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]

Name of the member(s)			
Registered Address			
E-mail id			
Registered Folio No.			
DP-ID		Client ID	

I/We, being the member(s) holding _____equity shares of Jain Vanijya Udyog Limited hereby appoint:

Mr. _____ residing at _____ having email-id _____ as my/our proxy to vote for me/us on my/our behalf at the Extra - Ordinary General Meeting of the Company scheduled to be held on Thursday, 25th day of January, 2024 at 1.00 p.m.. at the Registered Office of the Company at 98, Christopher Road, Vrindavan Garden, Flat-1, B-5, Kolkata-700046 and any adjournment thereof, in respect of such resolutions as are indicated below:

Item No.	Resolutions
1.	Increase in Authorised Share Capital of the Company.
2.	Preferential Issue of upto 92,37,500 Fully Convertible Warrants to the persons belonging to Non-Promoter Category

Revenue Stamp of Re. 1/-

Signature of Shareholder

Signature of proxy holder(s)

Date: ____ January, 2024

Notes:

- The Proxy form duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.