

JAINAM FERRO ALLOYS (I) LIMITED

CIN: L27100CT2014PLC001311

Regd. Office: PLOT NO. 103 TO 113 & 130 TO 136/A & 137, SECTOR-C URLA INDUSTRIAL AREA RAIPUR -492003

Email: jainamferro@gmail.com; Website: www.jainamferro.com.

Tel. No. 0771-4087458

NOTICE OF EXTRA ORDINARY GENERAL MEETING

TO,

ALL THE MEMBERS

JAINAM FERRO ALLOYS (I) LIMITED

Notice is hereby given that the Extra-Ordinary General Meeting of Jainam Ferro Alloys (I) Limited will be held on Thursday, 25th August, 2022 at 3:00 P.M at Wallfort Corporate House, Opposite Wallfort City, Ring Road No. 1, Bhatagaon Raipur, Chhattisgarh 492013 to transact the following business:-

SPECIAL BUSINESS

ITEM NO.: 1

REGULARIZATION OF MR. ROHIT PARAKH (DIN: 01729344), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Mr. Rohit Parakh (DIN: 01729344) who was appointed as an additional director of the company, categorized as Non- Executive Independent Director, by the Board of Directors with effect from 1st August, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed / regularized as a Non- executive independent director for a term of five consecutive years effective from 1st August, 2022 up to 31st July, 2027 and shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the any of the director of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO.: 2

REGULARIZATION OF MR. KESHAV SHARMA (DIN: 09529899), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Mr. Keshav Sharma (DIN: 09529899) who was appointed as an additional director of the company, categorized as Non- Executive Independent Director, by the Board of Directors with effect from 26th May, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed / regularized as a Non- executive independent director for a term of five consecutive years effective from 26th May, 2022 up to 25th May, 2027 and shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the director of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.

By Order of the Board of Directors
For Jainam Ferro Alloys (I) Limited



Archit Parakh
Managing Director
DIN: 06797522

Registered Office:
PLOT NO. 103 TO 113 & 130 TO 136/A & 137,
SECTOR-C, URLA INDUSTRIAL AREA,
RAIPUR-492003.

CIN: L27100CT2014PLC001311
Website: www.jainamferro.com
Email: jainamferro@gmail.com

Date: 1st August, 2022
Place: Raipur

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A Member Entitled to Attend and Vote at the EOGM is entitled to appoint a proxy to attend and vote in the Meeting instead of himself /herself, and the Proxy Need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the EOGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the 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, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.
- 9) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non - availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 10) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 11) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Notice is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).
- 12) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Company is not providing a facility to the members to exercise their votes electronically i.e. E-voting due to non-applicability. Voting through ballot paper will only be made available at the EOGM.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
- 14) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the EOGM.

- 15) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue.
- 16) As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
- 17) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 29th July, 2022.
- 18) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., 18th August, 2022 may sending a request at cs@jainamferro.com.
- 19) 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 only shall be entitled to avail the facility of voting at the EOGM through ballot paper.
- 20) Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. F-10010) has been appointed as the Scrutinizer for the Extra Ordinary General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.
- 21) The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer/his representative, by use of "Ballot Paper" for all those members who are present at the EOGM.
- 22) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the EOGM, a scrutinizer's report of the total votes cast in favour 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.
- 23) The Results of EOGM voting will be declared along with the report of the Scrutinizer within Two Working Days from the conclusion of the Extra-Ordinary General Meeting and shall be placed on the website of the Company www.jainamferro.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE Limited.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO.: 1

TO REGULARIZE THE APPOINTMENT OF MR. ROHIT PARAKH (DIN: 01729344) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

The Board Members of the company in their meeting held on 1st August 2022 approved of Mr. Rohit Parakh (DIN: 01729344) as an Additional Independent Director of the Company w.e.f. 1st August, 2022.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mr. Rohit Parakh (DIN: 01729344) to continue to serve the board for the further period of five years. The company has obtained consent and declaration of Independence from Mr. Rohit Parakh (DIN: 01729344) to act as Non- Executive Independent Director for the term of five (5) years from 1st August, 2022 up to 31st July, 2027. Mr. Rohit Parakh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Rohit Parakh in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice.

Mr. Rohit Parakh and his associates may be deemed to be concerned or interested in the Special Resolution.

The Company has also received declaration from Mr. Rohit Parakh to the effect that he has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered with the Indian Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA.

In the opinion of the Board, Mr. Rohit Parakh fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Mr. Rohit Parakh as an Independent Director of the Company, as set out at Item No. 1 of the Notice, for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution.

ITEM NO.: 2

TO REGULARIZE THE APPOINTMENT OF MR. KESHAV SHARMA (DIN: 09529899) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

The Board Members of the company in their meeting held on 26th May, 2022 approved of Mr. Keshav Sharma (DIN: 09529899) as an Additional Independent Director of the Company w.e.f. 26th May, 2022.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mr. Keshav Sharma (DIN: 09529899) to continue to serve the board for the further period of five years. The company has obtained consent and declaration of Independence from Mr. Keshav Sharma (DIN: 09529899) to act as Non- Executive Independent Director for the term of five (5) years from 26th May, 2022 up to 25th May, 2027. Mr. Keshav Sharma (DIN: 09529899) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Keshav Sharma in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the

notice.

Mr. Keshav Sharma and his associates may be deemed to be concerned or interested in the Special Resolution.

The Company has also received declaration from Mr. Keshav Sharma to the effect that he has, in accordance with Rule 6(1)(b) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, registered with the Indian Institute of Corporate Affairs ("IICA"), for inclusion of his name in the data bank maintained by IICA.

In the opinion of the Board, Mr. Keshav Sharma fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommends the Special Resolution with respect to the appointment of Mr. Keshav Sharma as an Independent Director of the Company, as set out at Item No. 2 of the Notice, for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution.

By order of the Board of Directors,
Jainam Ferro Alloys (I) Limited



Archit Parakh
Managing Director
DIN: 06797522
Date: 1st August, 2022
Place: Raipur

Registered Office:
PLOT NO. 103 TO 113 & 130 TO 136/A & 137,
SECTOR-C, URLA INDUSTRIAL AREA,
RAIPUR-492003.

CIN: L27100CT2014PLC001311

Website: www.jainamferro.com
Email: jainamferro@gmail.com

PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT
[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 – Clause 1.2.5 issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Rohit Parakh (Non- Executive Independent Director)
DIN	01729344
Nationality	Indian
Date of Appointment	01/08/2022
Expertise in Specific Functional Area	He has experience of around 15 years in the field of Sales, Marketing and product development. He was associated with the Company like Dabur India Ltd. Colgate Palmolive (I) Ltd as a Area Sales Manager and Currently he is leading his own Company.
Qualifications	He is a M.M.S graduate from Jamnalal Bajaj Institute of Management Studies and had also completed B.Com from Sydenham College of Commerce and Economics.
Listed Companies (Other than Jainam Ferro Alloys (I) Limited) in which he holds directorship and the Board Committee membership/ chairpersonship	NIL
Number of shares held in the company	He is currently holding 22000 Shares in the Company. His family member also holds 62000 shares in the company, aggregate equity share holding of his including his family is 84000 equity shares in the company. His Shareholding including his family members is less than 2% of the company's total paid up capital.
Disclosure of relationships between directors inter-se	NA

Save and except Mr. Rohit Parakh and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the notice.

Name of Director	Mr. Keshav Sharma (Non- Executive Independent Director)
DIN	09529899
Nationality	Indian
Date of Appointment	26/05/2022
Expertise in Specific Functional Area	He has experience of around 2 years in the field of Management, Accounting and Taxation.
Qualifications	He is a BBA graduate (2018) and a Qualified

	Chartered Accountant (CA) (2019)
Listed Companies (Other Jainam Ferro Alloys (I) Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	No Shareholding
Disclosure of relationships between directors inter-Se	N. A.

Save and except Mr. Keshav Sharma, to the extent of their Directorship interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

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:	Folio No /Client ID:	DP ID:

Name of proxy:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on at Wallfort Corporate House, opposite Wallfort City, Ring Road No. 1, Bhatagaon Raipur, Chhattisgarh 492013 on Thursday, 25th August, 2022 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Resolution:

1. Regularization of Mr. Rohit Parakh (DIN: 01729344), as a Non-Executive Independent Director of the Company.
2. Regularization of Mr. Keshav Sharma (DIN: 09529899), as a Non-Executive Independent Director of the Company.

Affix Revenue
Stamps

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

ATTENDANCE SLIP

DPID _____

CLIENT ID _____

Regd. Folio No. _____

Mr./Ms. _____

Father's/Husband's Name _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of the JAINAM FERRO ALLOYS (I) LIMITED at Wallfort Coporate House, opposite Wallfort City, Ring Road No. 1, Bhatagaon Raipur, Chhattisgarh 492013, Thursday, 25th August, 2022 at 03:00 P.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Notice to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

POLLING PAPER (FORM MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : JAINAM FERRO ALLOYS (I) LIMITED		
Registered Office	: Plot No. 103 To 113 & 130 To 136/A & 137, Sector-C, Urla Industrial Area, Raipur -492003	
CIN	: L27100CT2014PLC001311	
POLLING PAPER		
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares Held	

I hereby exercise my vote in respect of Ordinary/Special Resolutions numerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from resolution
1.	Regularization of Mr. Rohit Parakh (DIN: 01729344), as a Non-Executive Independent Director of the Company	Special			
2.	Regularization of Mr. Keshav Sharma (DIN: 09529899), as a Non-Executive Independent Director of the Company	Special			

Place: Raipur

Date:

(Signature of the shareholder)

ROUTEMAP TO THE MEETING VENUE

