

JYOT INTERNATIONAL MARKETING LIMITED

Registered Office: Room No. 1, 1, Pandurang Society, Judges Bungalow Road, Bodakdev, Ahmedabad, Gujarat, 380054

Phone No.: +91- 9099946908,

Email: jyotimltd@gmail.com

CIN: L65910GJ1989PLC012064

Website: www.jyotinternationalmarketing.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Jyot International Marketing Limited ("the Company") is scheduled to be held on Friday, February 21, 2025 at 12:00 P.M. at the Registered office of the Company at Room No. 1, 1, Pandurang Society, Judges Bungalow Road, Bodakdev, Ahmedabad, Gujarat, 380054 to transact the following Special Businesses:

SPECIAL BUSINESSES:

ITEM NO: 01

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS AND IN THIS REGARD, TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as "SEBI (ICDR) Regulations"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs ("MCA") the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents 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 may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, Equity Shares by way of Preferential Allotment, up to 4,00,000 Equity Shares, of the Company, at a price of Rs.40/- per Equity Share each having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 30/- making total issue price of Rs. 40/- (Rs. Forty Only) each aggregating to Rs. 1,60,00,000/- (Rupees One Crores Sixty Lacs only) to the non-promoters of the Company (hereinafter referred to as the "Proposed Allottees/Investors") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis:

Sr. No.	Name of the Proposed Allottees	Category	No. of Shares to be allotted
1.	Kincer Tradewing LLP	Non-Promoter	1,00,000
2.	Andiela Traders LLP	Non-Promoter	1,00,000
3.	Kapoor And Raval Tradewing LLP	Non-Promoter	1,00,000
4.	Chikako Solutions LLP	Non-Promoter	1,00,000
	Total		4,00,000

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable law, the 'Relevant Date' for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Wednesday, January 22, 2025 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of Equity Shares;

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.
- b) The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Wednesday, January 22, 2025 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.
- d) The price of each equity share to be issued is Rs.40/- per share as calculated in accordance with the provisions of Regulation 165 read with Regulation 166A of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Equity shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.

The Equity share will be listed and traded on the BSE Limited ("BSE") where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

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

RESOLVED FURTHER THAT the monies received by the Company from the Investor for Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid;

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

ITEM NO: 02

CONSIDERED AND APPROVED AN APPOINTMENT OF MS. SONAL DEEPALBHAI GANDHI (DIN: 07351479) AS A DIRECTOR UNDER NON-EXECUTIVE INDEPENDENT CATEGORY AND IN THIS REGARD, TO PASS THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Ms. Sonal Deepalbhai Gandhi (DIN: 07351479), who was appointed as an Additional Director on the Board of the Company with effect from January 10, 2025 pursuant to Section 161 of the Act, who meets the criteria for independence under Section 149(6) of the Act, being so eligible, be and is hereby appointed as

an Independent Director of the Company to hold the office for a term of five (5) years with effect from January 10, 2025 to January 10, 2030 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Registered Office

Room No. 1, 1, Pandurang
Society Judges Bungalow Road,
Bodakdev, Ahmedabad-380054, Gujarat

**For and on the behalf of the Board of Directors,
JYOT INTERNATIONAL MARKETING LIMITED**

Place: Ahmedabad

Date: January 22, 2025

Sd/-

**JAYESH N. SHAH
MANAGING DIRECTOR
DIN: 03548968**

Notes:

1. The following is annexed with this Notice:
 - A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Extra Ordinary General Meeting ("Meeting") is annexed hereto.
2. Based on the consent received from Vishwas Sharma & Associates, (FCS No. 12606, C.P. No. 16942), Practicing Company Secretary, the Board has appointed him on Wednesday, January 22, 2025 as the Scrutinizer to scrutinize the voting process at EGM in a fair and transparent manner.
3. **A Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

4. Institutional/Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.
5. Pursuant to Regulation 36(3) of SEBI (SEBI Listing Regulation and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, additional Information of Directors seeking appointment at the meeting are furnished and forms a part of this Notice.
6. Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (except Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
8. 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 to their Depository Participants with whom they are maintaining their demat accounts.

9. Non-Resident Members: Non-Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
11. In support of the Green Initiative and in compliance with the MCA general circular no. 10/2022 dated December 28, 2022 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, the notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s). For Members who have not received the Notice of Extra Ordinary General Meeting due to change/non-registration of their e-mail address with the Company/RTA/Depository Participants, they may request for the said Notice by sending an email at [jyotimtd@gmail.com](mailto: jyotimtd@gmail.com). Post receipt of such request and verification of details of the Shareholder, the Shareholder would be provided a soft copy of the said Notice unless the members have requested for a physical copy of the same. Physical copies are being sent by the permitted mode, if requested for the same.
12. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday, January 24, 2025.
13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed.
14. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website at www.jyotinternationalmarketing.co.in.
15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
17. No gifts shall be provided to members before, during or after the EGM.

18. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. A specimen of Attendance Slip, Proxy form and the route map showing direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting so as to enable shareholders to attend meeting with complete documents.
20. The facility for voting through ballot paper shall be made available at the EGM for the members attending the meeting and shall be able to exercise their right at the meeting through ballot paper.
21. The Notice of EGM can also be accessed from the website of the company at www.jyotinternationalmarketing.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
22. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Friday, February 14, 2025 i.e. cut-off date only shall be entitled to vote at the meeting.

Registered Office

Room No. 1, 1, Pandurang
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**For and on the behalf of the Board of Directors,
JYOT INTERNATIONAL MARKETING LIMITED**

**Sd/-
JAYESH N. SHAH
MANAGING DIRECTOR
DIN: 03548968**

Place: Ahmedabad

Date: January 22, 2025

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Name of Director	Ms. Sonal Deepalbhai Gandhi	
DIN	07351479	
Age /Date of Birth	50	
Nationality	Indian	
Date of first Appointment on the Board	January 10, 2025	
Brief Resume, Qualification and experience in specific functional area	Ms. Sonal Deepalbhai Gandhi has expertise in the field of finance, law and management.	
Designation	Non-Executive, Independent Director	
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Ms. Sonal Deepalbhai Gandhi fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Director of the Company. She is independent of the management and possesses appropriate skills, experience and knowledge.	
Directorship held in other companies*	1.Saptak Chem And Business Limited 2.Shukra Pharmaceuticals Limited 3. Navkar Urbanstructure Limited 4. Nirbhay Colours India Limited	
Chairperson/Member in the Committees of the Board and other listed companies in which he/she is a Director	Name of the company	Name of the committee
	1. Saptak Chem and Business Limited	Audit Committee-Member
		Nomination and Remuneration Committee-Member
		Stakeholders Relationship Committee-Member
	2. Shukra Pharmaceuticals Limited	Audit Committee-Member
		Nomination and Remuneration Committee-Member
		Stakeholders Relationship Committee-Member
	3. Navkar Urbanstructure Limited	Audit Committee-Member
		Nomination and Remuneration Committee-Member
		Stakeholders Relationship Committee-Member
	4. Nirbhay Colours India Limited	Audit Committee-Chairperson
		Nomination and Remuneration Committee- Chairperson
		Stakeholders Relationship Committee- Chairperson
Number of Board Meetings attended during the financial year 2024-25	Not Applicable	
Remuneration last drawn from Company and Stock Options granted, if any	Nil	
Details of remuneration sought to be paid	Not Applicable	

Listed entities from Which the Director has resigned from Directorship in last 3 (three years)	Nil
Terms and conditions of appointment	Ms. Sonal Deepalbhai Gandhi is appointed as Non-Executive, Independent Director for a period of 5 years not liable to retire by rotation.
Number of shares held in the company	Nil
Relationship between Directors / Manager & Other And Other KMPs	Ms. Sonal Deepalbhai Gandhi is not related to any of the directors on the Board.
Justification for appointment	The Board of Directors of the Company is of the opinion that Ms. Sonal Deepalbhai Gandhi is a person of integrity and considering his qualifications, extensive knowledge and experience, therefore, the appointment of Ms. Sonal Deepalbhai Gandhi is in the interest of the Company.

*Pvt. Companies excluded

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**For and on the behalf of the Board of Directors,
JYOT INTERNATIONAL MARKETING LIMITED**

Place: Ahmedabad
Date: January 22, 2025

Sd/-
JAYESH N. SHAH
MANAGING DIRECTOR
DIN: 03548968

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all Material facts relating to the businesses mentioned in the Notice:

ITEM NO.1:

As per the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the existing NBFCs - ICC is required to achieve minimum Net Owned Fund upto ₹5.00 Crores by March 31, 2025 and Rs.10.00 Crores by March 31, 2027. This regulatory enhancement is aimed at strengthening the capital adequacy of Base Layer NBFCs and ensuring compliance with updated norms and expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors has approved the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to non-promoters.

The Board of the Directors of the Company at its meeting held on Wednesday, January 22, 2025 has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of 4,00,000 Equity Shares of face value of Rs. 10/- each at a price of Rs.40/- (including premium of Rs.30/- per share) aggregating to Rs.1,60,00,000/- (Rupees One Crores Sixty Lacs only)

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

1. Objects of the preferential issue:

To meet the working capital requirements, to comply with the guideline of the Reserve Bank of India's (RBI) revised regulatory framework to strength the capital adequacy of Base Layer NBFCs and general corporate purpose.

2. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 4,00,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 40/- (including premium of Rs. 30/- per share) aggregating to Rs. 1,60,00,000/- (Rupees One Crores Sixty Lacs only);

3. Basis on which the price of the Preferential Issue has been arrived at:

As required under Regulation 165 read with Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by RV Manish Santosh Buchasia,, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235)having its Office at 306, "Gala Mart", Near SOBO Centre, South Bopal, Ahmedabad-380058, Gujarat using accepted valuation practices vide Valuation Report dated January 22, 2025. Accordingly, the Fair Value of Equity Shares is Rs. 35.70/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the website of the Company at the following link:

<https://www.jyotinternationalmarketing.co.in/290125/Valuation%20Report.pdf>

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded within the meaning of explanation provided in Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.

The Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, based on the above, the Board of the Directors of the Company has decided that the Equity shares to be issued and allotted at a price of Rs.40/- per Equity Share each having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 30/- making total issue price of Rs. 40/- (Rs. Forty Only).

4. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Convertible Equity Shares with reference to the proposed allotment is Wednesday, January 22, 2025 being the date 30 days prior to Friday, February 21, 2025 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

5. Undertaking as to re-computation of price and lock-in of specified securities:

The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so. The Issuer Company undertakes that if the amount payable on account of the recomputation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

6. Amount which the company intends to raise by way of such securities:

Upto Rs. 4,00,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 40/- (including premium of Rs. 30/- per share) aggregating to Rs. 1,60,00,000/- (Rupees One Crores Sixty Lacs only);

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company except as mentioned herein above, intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

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

The allotment is proposed to be made to the persons belonging to Non-promoters. The details of proposed allottees are as below:

Proposed Allottees	Category	Pre Preferential Issue*	No. of Equity Shares proposed to be allotted	Post Preferential Issue of 4,00,000 equity Shares

		No of shares held	% of share holding		No of shares held	% of share holding
Kincer Tradewing LLP	Non-Promoter	-	-	1,00,000	1,00,000	2.84%
Andiela Traders LLP	Non-Promoter	-	-	1,00,000	1,00,000	2.84%
Kapoor And Raval Tradewing LLP	Non-Promoter	-	-	1,00,000	1,00,000	2.84%
Chikako Solutions LLP	Non-Promoter	-	-	1,00,000	1,00,000	2.84%
Total				4,00,000	4,00,000	

9 Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 4,00,000 Equity Shares	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual	7,90,101	25.31	7,90,101	22.43
	Bodies corporate	-	-	-	-
	Sub-total	7,90,101	25.31	7,90,101	22.43
2	<u>Foreign Promoters**</u>				
	Sub-total (A)	7,90,101	25.31	7,90,101	22.43
B	Non-promoters' holding				
	<u>Institutional investors</u>				
	<u>Non-institution</u>				
	Private corporate bodies & LLP	-	-	4,00,000	11.36
	Indian public & HUF	23,31,799	74.69	23,31,799	66.21
	(Others including NRIs, Central Government, Escrow Account, Government Companies, Nationalized Banks, NBFCs, Non Nationalised Banks, etc)	-	-	-	-
	Sub-total (B)	23,31,799	74.69	27,31,799	77.57
	GRAND TOTAL	31,21,900	100	35,21,900	100

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on December 31, 2024)

10. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Proposed Allottees	Category	Ultimate Beneficial Owner	PAN of Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue of 4,00,000 Equity Shares	
				No of shares held			No of shares held	% of Shareholding
Kincer Tradewin g LLP	Non-Promoter	Hardik Harshadbhai Patel	BZEPP9046F	-	-	1,00,000	1,00,000	2.84
Andiela Traders LLP	Non-Promoter	Ashvin Shantilal Trivedi	AGQPT5593H	-	-	1,00,000	1,00,000	2.84
Kapoor And Raval Tradewin g LLP	Non-Promoter	Leena Rushikesh Raval	BARPR9829N	-	-	1,00,000	1,00,000	2.84
Chikako Solutions LLP	Non-Promoter	Jay Mayurbhai Gandhi	BMYPG3163R	-	-	1,00,000	1,00,000	2.84

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Kincer Tradewin g LLP	Currently not holding any Equity Shares of the Company	Non-Promotor
2.	Andiela Traders LLP	Currently not holding any Equity Shares of the Company	Non-Promotor

3.	Kapoor And Raval Tradewing LLP	Currently not holding any Equity Shares of the Company	Non-Promotor
4.	Chikako Solutions LLP	Currently not holding any Equity Shares of the Company	Non-Promotor

12. Change in control consequent to the preferential issue:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

13. 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:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

15. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

16. Certificate from Practising Company Secretary:

Mr. Vishwas Sharma, proprietor of M/s. Vishwas Sharma & Associates, Practising Company Secretaries, Ahmedabad has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at <https://www.jyotinternationalmarketing.co.in/290125/Compliance%20Certificate%20from%20Practicing%20Company%20Secretary%20under%20ICDR%20Regulations,%202018.pdf>

17. Lock-in-period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

18. Terms of Payment:

The entire consideration against the allotment of the equity shares shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

19. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its Directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

20. Other Disclosures:

- a) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- c) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- d) An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of equity shares.
- e) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- f) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- g) The equity shares to be issued and allotted by the Company shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 01 of this notice for the approval of members as a **Special** Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, in the above resolution.

ITEM NO. 2:

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held on January 10, 2025 had appointed Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and applicable provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from January 10, 2025 subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as a Director. Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as given a declaration to the Board that She meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) fulfils the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and She is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) has given her consent to act as the Director of the Company. Also, as per the confirmations received from her, She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) has Confirm that She is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) will not be liable to determination by retirement of directors by rotation at the General Meeting.

The NRC has reviewed the capabilities of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as an Independent Director, for a term of 5 (five) consecutive years effective from January 10, 2025.

In the opinion of NRC and the Board, Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of her qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from January 10, 2025 on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to Ms. Sonal Deepalbhai Gandhi.

The Board recommends the resolution as set out in Item No. 02 of this notice for the approval of members as a **Special** Resolution

Except Ms. Sonal Deepalbhai Gandhi whom this resolution relates alongwith and her relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Registered Office

Room No. 1, 1, Pandurang
Society Judges Bungalow Road,
Bodakdev, Ahmedabad-380054, Gujarat

**For and on the behalf of the Board of Directors,
JYOT INTERNATIONAL MARKETING LIMITED**

**Sd/-
JAYESH N. SHAH
MANAGING DIRECTOR
DIN: 03548968**

Place: Ahmedabad

Date: January 22, 2025

ATTENDANCE SLIP

[Please fill in this attendance slip and hand it over to ENTRANCE OF THE MEETING HALL]

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Friday, February 21, 2025 at 12:00 P.M. at the Registered Office of the Company at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev, Ahmedabad-380054, Gujarat

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

PROXY FORM
FORM NO: MGT-11

[Pursuant to Section 105 (96) of the Companies Act, 2013 and Rules 19(3) of the Companies Management and Administration Rules 2014]

CIN	
Name of the Company	
Registered Office	

Name of the Member (s)	
Registered Address	
E-mail Id	
Folio No. / Client Id	
DP/ ID	

I /We, being the member(s) of Shares of the above-named Company, hereby appoint:

(1)	Name:		Address:	
	E-Mail Id		Signature:	Or falling him/her;
(2)	Name:		Address:	
	E-Mail Id		Signature:	Or falling him/her;
(3)	Name:		Address:	
	E-Mail Id		Signature:	

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 Friday, February 21, 2025 at 12:00 P.M. at the Registered Office of the Company at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev, Ahmedabad-380054, Gujarat and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1.	Issue of Equity Share on a Preferential basis;		
2.	Considered and approved an appointment of Ms. Sonal Deepalbhai Gandhi (DIN: 07351479) as a Director under Non-Executive Independent Category;		

Signed this day of..... 2025

Affix Revenue Stamp of Rs.1/-
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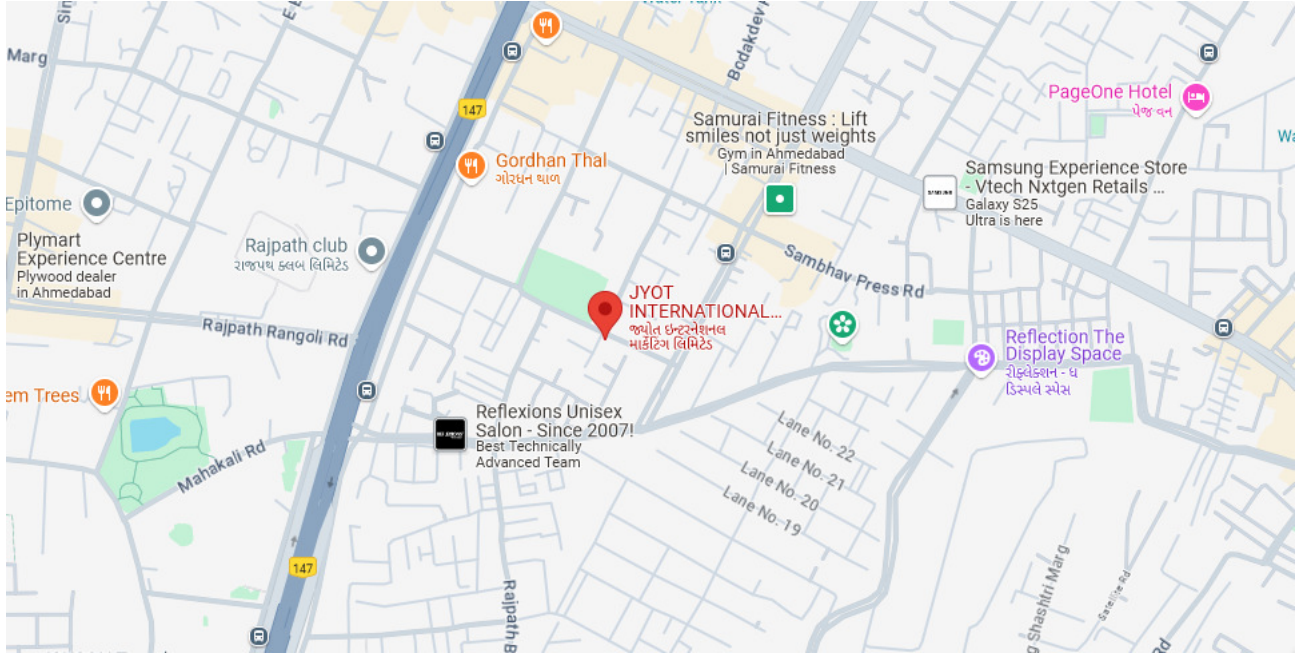
Signature of Shareholder (s)

Signature of Proxy holder(s)

Notes:

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 forty-eight hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. 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.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed 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.
9. Undated proxy form will not be considered valid.
10. 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.

ROUTE MAP OF THE VENUE OF EGM



EGM VENUE

JYOT INTERNATIONAL MARKETING LIMITED

Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev, Ahmedabad, Ahmedabad, Gujarat, India, 380054.