

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (hereinafter referred to as "EGM") of the members of Jyotirgamy Enterprises Limited will be held on Tuesday, 26th day of December, 2017 at 12.00 P.M. at 1101, Tolstoy House, Tolstoy Marg, Near Janpath Crossing, Next to Honda Motor, New Delhi - 110 001 to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and subject to the provisions of Memorandum of Association and Articles of Association of the Company the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lakh only) divided into Rs. 1,00,00,000 (Rupees One Crore) Equity Share capital consisting of 10,00,000 (Ten Lakh) equity shares having face value of Rs. 10/- (Rupees Ten Only) each and Rs. 25,00,000 (Rupees Twenty Five Lakh only) Preference Share Capital consisting of 2,50,000 (Two Lakh Fifty Thousand) preference shares having face value of Rs. 10/- (Rupees Ten Only) each to Rs. 2,80,00,000 (Rupees Two Crore Eighty Lakh only) divided into Rs. 2,55,00,000 (Two Crore Fifty Five Lakh only) equity share capital consisting of 25,50,000 (Twenty Five Lakh Fifty Thousand) equity shares having face value of Rs. 10 each and Rs. 25,00,000 (Rupees Twenty Five Lakh only) preference share capital consisting of 2,50,000 (Two Lakh Fifty Thousand) preference shares having face value of Rs. 10 each, by creation of additional 15,50,000 (Fifteen Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 2,80,00,000 (Rupees Two Crore Eighty Lakh only) divided into 25,50,000 (Twenty Five Lakh Fifty Thousand) equity shares having face value of Rs. 10 each and 2,50,000 (Two Lakh Fifty Thousand) preference shares having face value of Rs. 10 each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

2. ALTERATION OF ARTICLES OF ASSOCIATION

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

“RESOLVED THAT, pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the Articles of Association of the Company be and are hereby altered/amended by substitution and/or addition and/or deletion as the case may be in the following manner:

(i) Existing Article No. 4 be and is hereby amended as follows:

“The Authorized Share Capital of the Company shall be the amount referred to in clause V of Memorandum of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

3. To issue of Equity Shares on a Preferential Allotment/Private Placement basis to Non-Promoter

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

“RESOLVED THAT in accordance with:

- a) the provisions of sections 42, 62 and other relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014,
- b) the clauses of the Listing Agreement/Listing Regulations executed by the Company with the BSE Limited where the equity shares of the Company are listed and traded,
- c) the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),
- d) the relevant provisions of the Memorandum and Articles of Association of the Company,
- e) other applicable rules, regulations, statutes, notifications, clarifications and/or guidelines, if any, of SEBI, RBI, Government of India and such other authorities as may be applicable; and subject to the requisite approvals, consents, permissions or sanctions (if any), as may be required to be obtained from any banks or financial institutions or any regulatory authority, wherever necessary,
- f) further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the statutory or regulatory authorities including the BSE Limited which the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have

constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to accept,

- g) subject to such conditions and modifications as may be considered appropriate by the Board;

consent and approval of the Company be and is hereby accorded to create, offer, issue and allot 13,00,000 (Thirteen Lakh) Equity shares ("Issue Shares") of the company of the face value of Rs. 10 (Rupees Ten only) each, on a preferential basis in for a consideration other than cash (being an immovable property, land admeasuring 600 Sq. Yards situated at Gram Suthyana Pargana Dadri Tehsil Jila Gautam Buddhh Nagar and valued at Rs. 1,80,05,000/-), to the below mentioned proposed non-promoters allottees at a price of Rs. 13.85/- (Rupees Thirteen and Eighty Five Paise Only) including premium of Rs. 3.85/- (Rupees Three and Eighty Five Paise Only) per equity shares in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit ("Preferential Issue") to the following subscribers;

Sr. No.	Name of Proposed Allottees	PAN	Category	No. of Equity Shares to be proposed	Consideration Payable
1.	Mr. Sahil Mihaj Khan	AWGPK5587L	Non-Promoter	6,50,000	Other than cash
2.	Mr. Saeed Ur Rehman	AZDPR8175P	Non-Promoter	6,50,000	Other than cash
	Total			13,00,000	

RESOLVED FURTHER THAT the allotment of the Issue Shares pursuant to this resolution attracts an obligation to make an open offer for shares of the issuer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, the allotment period of 15 days as per SEBI (ICDR) Regulations, 2009 from the date of receipt of approval of the shareholders shall be counted from the date of receipt of all statutory approvals required for the completion of an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations. 'Relevant Date' for the purpose of calculating the price of the Issue Shares is November 24, 2017

RESOLVED FURTHER THAT the allotment of the Issue Shares shall be made in dematerialized form

RESOLVED FURTHER THAT the Issue Shares so issued and allotted as above shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations

RESOLVED FURTHER THAT the Issued Shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Shares so issued by the Company to the Investor/ Subscribers on a preferential basis shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects, including as to dividend

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and carry out all such acts, deeds, matters and things as it may in its sole discretion deem necessary for such purpose, including without limitation, appointment of consultants, scrutinizers or any other agencies as may be required, and to remunerate them and also entering into arrangements for listing, trading, depository services and such other arrangements and agreements as maybe necessary, with full powers to settle any question, difficulty or doubt that may arise at any time in relation to the issue or allotment of said Issue Shares and utilisation of issue proceeds thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the preferential issue, the Board of Directors of the Company be and are hereby authorised severally on behalf of the Company, to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the securities and utilization of the issue proceeds as they may in their absolute discretion deem fit, including but not limited to seeking listing of the Issue Shares on the relevant stock exchange as appropriate, opening bank accounts on behalf of the Company, making, amending and finalizing all applications for any approvals, consents or permissions as may be considered necessary, proper and expedient, making disclosures to the stock exchange where the securities of the Company are listed, including sub-delegating the above powers any committee of the Board, any other director or officer of the Company, to the extent deemed necessary and expedient, to form a Committee and /or delegate all or any of their powers to any committee of directors (including any officer(s) of the Company) and are authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary or desirable for such purpose in the best interest of the Company to give effect to the aforesaid resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. To appoint Statutory Auditor to fill casual vacancy

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby given on the appointment of **M/s. Arun K Agarwal & Associates (Firm Registration No.- 003917N)**, Chartered Accountants, as Statutory Auditors of the Company to hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and to fill the casual vacancy caused by the resignation of **M/s NSA & Associates (Firm Registration No.- 022323N)**, Chartered Accountants.

RESOLVED FURTHER THAT M/s. Arun K Agarwal & Associates, Chartered Accountants shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

5. Appointment of Mr. Dheeraj Parashar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made read with Schedule IV of the Act (including any other modification(s) or re-enactment thereof for the time being in force) **Mr. Dheeraj Parashar (DIN: 06934142)** who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 06.11.2017 to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of intention in writing signifying his intention to propose himself as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years, not being liable to retire by rotation”

6. Appointment of Mr. Mirza Azam Ali Beg as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made read with Schedule IV of the Act (including any other modification(s) or re-enactment thereof for the time being in force) **Mr. Mirza Azam Ali Beg (DIN: 07982681)** who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 06.11.2017 to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of intention in writing signifying his intention to propose himself as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years, not being liable to retire by rotation”

**For and on behalf of the
Board of Jyotirgamy Enterprises Limited**

**Sd/-
Sanchit Jaiswal
Company Secretary**

**Date: 27.11.2017
Place: New Delhi**

NOTES:

- A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- B. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE EGM IS ENCLOSED.**
- C. 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.
- D. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
- E. 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.
- F. Members/Proxies attending the meeting are requested to bring their copy of notice of Extraordinary General Meeting to the Meeting.
- G. **Queries at the Extraordinary General Meeting:** Queries proposed to be raised at the Extraordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
- H. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020.
- I. 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). Members holding shares in physical form shall submit their PAN details to the Company.
- J. The Notice of EGM and Attendance Slip are being sent to all the members at their address registered with the Company.

K. Process and manner for Members opting for e-voting are as under:

- i. In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Central Depository Services Ltd. (CDSL).

Members are provided with the facility for voting either through electronic voting system or polling paper at the EGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting. Resolution(s) passed by Members through Polling Paper (at the place of EGM) and e-voting is / are deemed to have been passed as if they have been passed at the EGM.

- ii. Members who have cast their vote by remote e-voting prior to the EGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
- iii. Members can opt for only one mode of voting, i.e., either by e-voting or Polling Paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Polling paper shall be treated as invalid.
- iv. The remote e-voting period commences on **Friday, 22nd December, 2017** (9:00 a.m. IST) and ends on **Monday, 25th December, 2017** (5:00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 15th December, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
 - a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on Shareholders Tab.
 - c. Now Enter your User ID
 - ✓ For CDSL: 16 digits beneficiary ID,
 - ✓ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - ✓ Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to “www.evotingindia.com” and voted on an earlier voting of any company, then your existing password is to be used.

- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 **(171127003)** of **JYOTIRGAMYA ENTERPRISES LIMITED**.
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same 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. Note for Non-individual Shareholders & Custodians:
- ✓ 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 as Corporate and Custodian respectively.
 - ✓ 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 they have to create a compliance user using the admin login and password. The Compliance user should link the account(s) for which they wish to vote on.
 - ✓ The list of Accounts 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.
- vi. 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.
- vii. 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.
- viii. 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 remote e-voting as well as voting at the meeting.
- ix. **Mr. Ravi Shankar**, C/o Ravi Shankar & Associates, Company Secretaries, 2369/c, Mandir Lane, Opp. Metro Pillar No. - 215, West Patel Nagar, New Delhi - 110 008 has been appointed as the **Scrutinizer** for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
- x. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "remote e-voting" or

“Polling Paper” for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

- xi. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast 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 three days from the conclusion of the EGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.jeltrade.com immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed.

All the documents referred to in the EGM Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company on any working day between 11 AM to 5 PM upto the day of the EGM and also at the meeting venue during EGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company.

To accommodate the proposed issue of share capital by the Company as mentioned in the present EGM notice, the Authorised Share Capital of the Company is proposed to increase from the existing Rs. 1,25,00,000 (One Crore Twenty Five Lacs) divided into 10,00,000 (Ten Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each and 2,50,000 (Two Lacs fifty Thousand) Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 2,80,00,000 (Rupees Two crores Eighty Lacs) divided into 25,50,000 (Twenty Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each and 2,50,000 (Two Lacs fifty Thousand) Preference Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 15,50,000 (Fifteen Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each.

The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause.

The Board of Directors recommends the passing of this Resolution by ordinary resolution.

None of the Directors, key managerial persons of the Company or their relatives are deemed to be concerned or interested in the proposed resolution.

Item No. 2 Alteration in Articles of Association

At present Articles No. 4 of the Articles of Association of your Company is required to be altered every time as and when the Capital Clause of the Memorandum of Association of the Company is altered.

Therefore, the Article No. 4 relating to the authorized share capital should be modified so that it is not required to be altered at the time of alteration to the Capital Clause of the Memorandum of Association

The Directors recommend the resolution No. 2 as set out in the Notice for your approval by way of Special Resolution.

None of the Directors, key managerial persons of the Company or their relatives are deemed to be concerned or interested in the proposed resolution.

Item No. 3: To issue of Equity Shares on a Preferential Allotment/Private Placement basis to Non-Promoter.

The Board at its meeting held on **27th November, 2017** approved the proposed issue of 13,00,000 (Thirteen Lakh) equity shares of face value Rs. 10 each, on a preferential basis for a consideration other than cash to the below mentioned proposed non-promoters allottees ("Investors/Subscribers") at a price of Rs. 13.85/- (Rupees Thirteen and Eighty Five Paise Only) including premium of Rs. 3.85/- (Rupees Three and Eighty Five Paise Only) per equity shares in

accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“Preferential Issue”);

S. No.	Name of Proposed Allottees	PAN	Category	Pre-Holding (%)	No. of Equity Shares to be Proposed	Consideration Payable	Post-Holding (%)
1.	Mr. Sahil Minhaj Khan	AWGPK5587L	Non-Promoter	0	6,50,000	Other than cash	28.26
2.	Mr. Saeed Ur Rehman	AZDPR8175P	Non-Promoter	0	6,50,000	Other than cash	28.26
	Total			0	13,00,000		56.52

The proposed issue and allotment of the Issue Shares will *inter-alia* be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the listing agreement entered into between the Company and BSE Limited where the equity shares of the Company are listed, the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“**SEBI ICDR Regulations**”) as amended from time to time.

The issuance of the Issue Shares to the Investors on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Issue Shares allotted to the Investors/Subscribers shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

Post the proposed allotment of 13,00,000 equity shares, the shareholding of the Subscribers (the Acquirer) shall collectively be increased to 56.52% (which is beyond 25% of the post issue equity share capital of the Company). Accordingly, the Acquirer shall be under obligation to make Open Offer to the Public Shareholders of the Company in terms of the provisions of the SEBI (SAST) Regulations, 2011 to further acquire at least 26% of the post issue share capital of the Company. Accordingly, post Preferential Issue and post Open Offer shareholding pattern is not determinable as on the date of this notice.

Further, post proposed preferential issue and post completion of the Open Offer by the Acquirers, the Acquirers shall have substantial shareholding and voting percentage in the share capital of the Company, which shall entitle them to exercise management control over the Company.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution set out in Item No. 3 of the Notice of the meeting by way of **Special Resolution**:

a	The objects of the above preferential issue	<p>The Company is exploring to expand and diversify its business activities. For the same your Board has decided to acquire a land, which would be used by the Company for its business.</p> <p>Your Board has entered into an agreement to sell with Mr. Sahil Minhaj Khan and Mr. Saeed</p>
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		Ur Rehman to purchase an immovable property being a land admeasuring 600 Sq. Yards situated at Gram Suthyana Pargana Dadri Tehsil Jila Gautam Budh Nagar, at a total consideration of Rs. 1,80,05,000/-, the consideration for which is proposed to be passed for consideration other than cash, being issue of 13,00,000 equity share at an issue price of Rs. 13.85/- each, as proposed in the resolution in this EGM Notice.
b	The proposal of the promoters, directors or key managerial personnel of the issue to subscribe to the offer	Promoters, Directors or Key Managerial Personnel do not intend to subscribe to the offer.
c	The shareholding pattern of the issuer before and after the preferential issue	As given below:-

S. No.	Category	Pre Preferential Issue		Post Preferential Issue	
		Number of Share Held	% age of Share holding	Number of Share Held	% age of Share holding
A	Promoters' holding :				
1	Indian :				
	Individual	1,22,590	12.26	1,22,590	5.33
	Bodies Corporate	1,23,000	12.30	1,23,000	5.35

	Sub Total				
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,45,590	24.56	2,45,590	10.68
B	Non-Promoters' holding :				
1	Institutional Investors	-	-	-	-
	Non-Institution Investors				
	Indian Public	7,54,410	75.44	20,54,410	89.32
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	7,54,410	75.44	20,54,410	89.32
	GRAND TOTAL (A+B)	10,00,000	100.00	23,00,000	100.00

*The aforesaid pre and post shareholding pattern is based on the shareholding pattern of the Company as on the last quarter ended 30th September, 2017. The aforesaid post issue shareholding pattern would undergo changes, upon the Acquirers becoming the promoters of the Company on completion of the Open Offer, in terms of the SEBI (SAST) Regulations, 2011.

d	The time within which the preferential issue shall be completed	Pursuant to regulation 74(1) of the SEBI (ICDR) Regulations, the allotment pursuant to special resolution shall be completed within a period of fifteen days from the date of passing of Special Resolution. The First proviso to the said regulation further provides where the allotment is pending on account of any approval from the regulatory authority/body the allotment shall be completed by the Company within a period of 15 days of such approval.		
e	The 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 and change in control, if any, in the issuer consequent to the preferential issue.	Name of the Proposed Allottees and address	Post Issue Holdings	Natural persons who are the ultimate beneficial owners / Ultimately controlling the proposed allottees
		i) Mr. Sahil Minhaj Khan Plot No- 80,Second Floor, Pocket-I, Jasola, New Delhi- 110025.	28.26*	N.A.
		ii) Mr. Saeed Ur Rehman H. No- 4/12, opp. radio colony, Anoop shahar road, Aligarh- 202001.	28.26*	N.A.
		* <i>percentage is calculated on expanded share capital</i> Presently Mr. Sahil Minhaj Khan and Mr. Saeed Ur Rehman do not hold any equity shares in the Company.		
f	Undertakings In terms of SEBI (ICDR) Regulations, 2009, the Company hereby undertakes that:	i) The issuer shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so. ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked- in till the time such		

		amount is paid by the proposed allottees.
g	Relevant Date	The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity share pursuant to the preferential allotment is November 24, 2017.
h	Pricing of the issue	The equity shares shall be priced at Rs. 13.85/- per equity share as per the provisions of Chapter VII of the SEBI (ICDR) Regulations.
i	Basis on which the price has been arrived at:	<p>The Company is listed on BSE Limited and the equity shares of the Company are infrequently traded in accordance with Regulation 76A of the SEBI (ICDR) Regulations. Accordingly, for the purpose of computation of the issue price per equity share, the price determined by the issuer has take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares has been considered.</p> <p>Accordingly, issue price per equity share has been fixed as Rs. 13.85/-, which is more than the value of equity share determined under Chapter VII of the SEBI (ICDR) Regulations, 2009.</p>
j	Payment and conversion terms	As per Chapter VII of the SEBI (ICDR) Regulations, 2009 the entire payment consideration is required to be paid before allotment of shares. Since, the proposed issue is for consideration other than cash as discussed above, the necessary Sale Deed for the aforesaid property shall be registered in the name of the Company before allotment of shares on preferential basis.
k	Auditor's Certificate	A copy of the Auditor's certificate certifying the compliance with SEBI (ICDR) Regulations, will be placed before the shareholders at the meeting and will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 5.00 p.m. on any working day upto the date of the EGM.
l	Lock In	The Issue shares to be allotted on preferential basis shall be locked-in as prescribed under the provisions of Chapter VII of the SEBI (ICDR) Regulations.
m	The total number of shares or other securities to be issued	13,00,000 Equity Shares of face value of Rs 10/-each.
n	The change in control, if any, in the company that would occur consequent to the preferential offer	After the proposed allotment of 13,00,000 equity shares, the shareholding of the Acquirers , would collectively increase beyond 25% of the total expanded share capital, Accordingly the acquirers would be under an obligation to make an open offer in

		terms of SEBI (substantial acquisition of shares and takeovers) Regulations, 2011 for at least 26% of expanded share capital of the Company. Further, post the successful completion of proposed preferential allotment and Open Offer, the acquirers would acquire substantial voting rights in the Company which would entitle them to exercise management control over the Company.
o	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	<p>The proposed preferential allotment of the equity shares of issuer company shall be made based on agreement to sale of property (held by proposed allottees) executed between the issuer and subscribers/investors, which is based on valuation done by Mr. O. P. Bhatia, a Registered Valuer with Ministry of Finance (Reg. No.: Cat-1/658/187/2016-17) and price/value of the equity shares of the issuer company determined in terms of Regulation 76A of the ICDR Regulations.</p> <p>On the basis of the valuation report, 13,00,000 equity shares of Issuer Company will be issued to the proposed allottees at a price of Rs. 13.85 (Rupees Thirteen and Eighty Five Paise Only), including premium of Rs. 3.85/- (Rupees Three and Eighty Five Paise Only).</p>
p	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
q	The class or classes of persons to whom the allotment is proposed to be made	Non-promoters (however, post Open Offer completion the allottees shall become promoters of the Company.

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter VII of the SEBI ICDR Regulations, and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

The Board of Directors of the Company believes that the aforesaid preferential issue is in the best interest of the Company and hence, recommends the special resolution for the approval of the shareholders.

Item No. 4: To appoint Statutory Auditor to fill casual vacancy.

M/s. NSA & Associates (Firm Registration No.- 022323N), Chartered Accountants, had tendered their resignation from the position of Statutory Auditors due to pre-occupation of work, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”).

Board has appointed **M/s. Arun K Agarwal & Associates (Firm Registration No.- 003917N)**, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. NSA & Associates**, Chartered Accountants, subject to the approval of the members.

M/s. Arun K Agarwal & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 5: Appointment of Mr. Dheeraj Parashar as an Independent Director

Mr. Dheeraj Parashar (DIN: 06934142) who was inducted as an Additional (Independent) Director of the Company by the Board on 6th November, 2017 pursuant to the provisions as specified u/s 161(1) of the Companies Act, 2013. **Mr. Dheeraj Parashar** holds office upto the date of the ensuing Annual General Meeting and is eligible for the appointment as an Independent Director.

Further, **Mr. Dheeraj Parashar** has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dheeraj Parashar as Independent Director, for the approval by the shareholders of the Company.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

- (i) Any Director(s) or Manager,
- (ii) Any Other Key Managerial Personnel(s),
- (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

Item No. 6: Appointment of Mr. Mirza Azam Ali Beg as an Independent Director

Mr. Mirza Azam Ali Beg (DIN:07982681) who was inducted as an Additional (Independent) Director of the Company by the Board on 6th November, 2017 pursuant to the provisions as

specified u/s 161(1) of the Companies Act, 2013. **Mr. Mirza Azam Ali Beg** holds office upto the date of the ensuing Annual General Meeting and is eligible for the appointment as an Independent Director.

Further, **Mr. Mirza Azam Ali Beg** has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dheeraj Parashar as Independent Director, for the approval by the shareholders of the Company.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

(i) Any Director(s) or Manager,

(ii) Any Other Key Managerial Personnel(s),

(iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

**For and on behalf of the
Board of Jyotirgama Enterprises Limited**

**Date: 27.11.2017
Place: New Delhi**

**Sd/-
Sanchit Jaiswal
Company Secretary**

Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings:

Disclosure Requirement	Details
Name	Mr. Dheeraj Parashar
Date of Birth	15 th august 1983
Date of Appointment	6 th November, 2017
Qualification	Post Graduate
Brief Profile	Mr. Dheeraj Parashar is expertise in marketing. He has vast experience in Pharmacy business. DIN: 06934142 E-mail id: dheerajparashar@hotmail.com
Disclosure of relationships between Directors	Nil
Chairmanship in other Public Companies	Nil
Shareholding in the Company	Nil
List of Directorship in other Companies	<ol style="list-style-type: none"> 1. Jumpbook Tech Private Limited 2. Clipwiser Technologies Private Limited 3. Day Moon Technology Private Limited

Disclosure Requirement	Details
Name	Mr. Mirza Azam Ali Beg
Date of Birth	20 th December, 1969
Date of Appointment	6 th November, 2017
Qualification	B.Sc.
Brief Profile	Mr. Mirza Azam Ali Beg is expertise in operations of business entity. He has vast experience in Infrastructure sector. DIN: 07982681 E-mail id: azam.beg70@gmail.com
Disclosure of relationships between Directors	Nil
Chairmanship in other Public Companies	Nil
Shareholding in the Company	Nil
List of Directorship in other Companies	Nil