



JYOTIRGAMYA ENTERPRISES LIMITED

Regd. Office: Office No. 3, IInd Floor, P-37/38, Gomti Complex,
Pandav Nagar, Mayur Vihar, Phase-1,
East Delhi- 110091.
CIN: L24100DL1986PLC234423
Ph: +91-9205562494, **Email:** jyotirgamyenterprises@gmail.com
Website- www.jelglobe.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that an Annual General Meeting (hereinafter referred to as “AGM”) of the members of **Jyotirgamy Enterprises Limited** will be held on **Thursday, 12th day of September, 2019** at **09.00 A.M.** at Marvel Hall, B-35, First Floor, Gurunanakpura, Laxmi Nagar, Delhi-110092 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Report of Directors and Auditors’ thereon;

SPECIAL BUSINESS:

2. RE-APPOINTMENT OF REKHA MANOJ PAWAR AS INDEPENDENT DIRECTOR

To re-appoint Rekha Manoj Pawar as Independent Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, to be read with the rules made there under along with Articles of Association of the company, Rekha Manoj Pawar (DIN: 08539861), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in their meeting held on 19.08.2019, 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/her intention to propose himself/herself 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 five years, not being liable to retire by rotation”

3. RE-APPOINTMENT OF MR. SAEED UR REHMAN (DIN: 05123850) AS MANAGING DIRECTOR

To re-appoint Mr. Saeed Ur Rehman (DIN: 05123850) as Managing Director of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 152 196, 197, 198 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), the provisions of Articles of Association of the company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee, Mr. Saeed Ur Rehman (DIN: 05123850) who was appointed as Additional (Executive) Director of the Company in the board meeting held on 14.08.2019, be and is hereby re-appointed as Managing Director of the company for a period of five years with effect from this day on such terms and conditions as are detailed in the explanatory statement including remuneration and contained in ‘Letter of Appointment of Managing Director’.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Saeed Ur Rehman shall be subject to overall ceilings laid down under Schedule V of the Companies Act 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/ remuneration structure of Mr. Saeed Ur Rehman as Managing director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Saeed Ur Rehman in the capacity of Managing Director will be entrusted with such powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company as may be required from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

4. RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY

To re-classify the promoters of the Company and to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of BSE Limited (the Stock Exchange) and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder’s or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of Person/ Entity	No. of Equity shares held	% of total Equity shares held
Jyotirgamy Advisory Pvt Ltd	1,07,155	4.66
Mrs. Anju Chordia	1,22,590	5.33
Total	2,29,745	9.99

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Not acting as a key managerial person in the Company;
- vi. Are not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines
- vii. Are not a fugitive economic offender

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchange and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

5. CHANGE IN NAME OF THE COMPANY

To change the name of the company and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 13(2) and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, including any statutory modification(s) or re-enactment thereof, Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required if any, in this regard from any appropriate authority and subject to such terms, conditions,

amendments or modifications as may be required or suggested by statutory authorities and the consent of members of the company be and is hereby accorded to change the name of the company from **JYOTIRGAMYA ENTERPRISES LIMITED** to **ALEENA INDUSTRIES LIMITED**, being the name made available to us by Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause 1 of the Memorandum of Association of the Company be substituted by the following clause and/or be altered as per the name approved by the statutory authorities:

“1. The name of the company is **ALEENA INDUSTRIES LIMITED**”

RESOLVED FURTHER THAT necessary changes are made in other documents of the Company including Articles of Association of the Company, letterheads, board of the Company, etc.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

Date: 19.08.2019 Place: New Delhi	<p style="text-align: right;">By the order of the Board Jyotirgamy Enterprises Limited Sd/-</p> <p style="text-align: right;">Sahil Minhaj Khan (DIN: 06624897) Add: 142, 3rd Floor, Pocket-2, Jasola, Okhla, South Delhi- 110025</p>
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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 AGM 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 Annual General Meeting:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM 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 directly to the Company's Registrar and Transfer Agent, 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 AGM 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 AGM 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 AGM ("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 AGM 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 AGM) and e-voting is / are deemed to have been passed as if they have been passed at the AGM.
- ii. Members who have cast their vote by remote e-voting prior to the AGM 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 process and manner for remote e-voting are as under:
- a. The voting period begins on 09.09.2019 at 09:00 a.m. and ends on 11.09.2019 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27.08.2019 may cast their vote electronically. The 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.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on Shareholders/ Members.
- d. 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.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN **(190816018)** for **JYOTIRGAMYA ENTERPRISES LIMITED**.
- l. 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.
- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. 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.

- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. 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.
- v. 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.
- vi. 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.
- vii. 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.
- viii. **CS Srishti Singh**, Practicing Company Secretaries, New Delhi, 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.
- ix. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- x. The Scrutinizer shall, after the conclusion of voting at the AGM, 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 AGM, 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.
- xi. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.jelglobe.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.
- xii. All the documents referred to in the AGM Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company on any working day between 11:00 A.M. to 5:00 P.M. up to the day of the AGM and also at the meeting venue during AGM.

- xiii. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	SAHIL MINHAJ KHAN
Designation	Managing Director
Address	Office No.3, IInd Floor, P 37/38, Gombi Complex, Pandav Nagar, Mayur Vihar, Phase-1, East Delhi-110091.
E-mail	jyotirgamyainterprises@gmail.com
Ph	+91-7011277982

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE
{Pursuant To Section 102 of the Companies Act, 2013}

ITEM NO. 2: RE-APPOINTMENT OF REKHA MANOJ PAWAR AS INDEPENDENT DIRECTOR

Ms. Rekha Manoj Pawar (DIN: 08539861) had been appointed as Additional (Independent) Director of the Company on 19.08.2019 for a period of 5 years. The present proposal is to seek the Shareholders' approval for the re-appointment of Ms. Rekha Manoj Pawar as an Independent Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on 19.08.2019 has, subject to the approval of the Shareholders, appointed Ms. Rekha Manoj Pawar for a further period of 5 years from the date of appointment.

Further, 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. The declaration of independence is also received.

In the opinion of the Board, she fulfils the conditions specified in this Act for such an appointment.

Board considers that her association would be of immense benefit to the Company and it is desirable to avail his services as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Rekha Manoj Pawar as an Independent Director, for the approval by the shareholders of the Company.

None of the following persons, except Ms. Rekha Manoj Pawar, 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. 3: RE-APPOINTMENT OF MR. SAEED UR REHMAN (DIN: 05123850) AS MANAGING DIRECTOR

The Board in their Meeting held on Monday, 19th day of August, 2019 had approved the appointment of Mr. Saeed Ur Rehman (DIN: 05123850) as Managing Director of the company for a period of five years subject to approval of Shareholders and on such terms and conditions as may be mutually agreed between the Board and the and Mr. Saeed Ur Rehman and the contained in 'Letter of Appointment of Managing Director'. Mr. Saeed Ur Rehman was appointed as Additional (Executive) Director of the Company by the Board in their meeting held on Wednesday, 14th day of August, 2019.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 19.08.2019 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company for the payment of remuneration for a maximum of Rs. 50,000/- per month to Mr. Saeed Ur Rehman as detailed here under:

- Salary: For such amount as may be decided by the Board of Directors up to a maximum of Rs. 45,000 per month.
- Perquisites and Allowances: a) For such amount as may be decided by the Board of Directors up to a maximum of Rs. 5,000 per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)
- b) Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

The overall limit of the salary inclusive of perquisites and other allowances payable to Mr. Saeed Ur Rehman shall be subject to overall ceilings laid down under Schedule V of the Companies Act 2013 and the Board may vary, alter and modify the terms and conditions of remuneration/ remuneration structure of Mr. Saeed Ur Rehman as Managing

director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has vast experience in the field of Information Technology and Pharmaceutical business. He also has very rich experience in Management and Administration. He shall perform, on behalf of the company, in the ordinary course of business, such duties and responsibilities, including all such acts, deeds, matters and things, which he may consider necessary or proper or are in the interest of the company and take such decisions which are in the best interest of the Company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

The Directors recommend the resolution for members' approval.

None of the following persons, except Mr. Saeed Ur Rehman and Mrs. Samina Ahmad, 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. 4: RE-CLASSIFICATION OF PROMOTERS OF THE COMPANY

The Company had received letter from the following entity/ person(s) falling under the category of Promoter/Promoter Group of the Company requesting to the Company for reclassification of their Shareholding from the category of "Promoter/Promoter Group" to "Public category":

- (i) Jyotirgamyia Advisory Private Limited and
- (ii) Mrs. Anju Chordia

This has reference to the Open Offer made by Mr. Sahil Minaj Khan and Mr. Saeed Ur Rehman ("Acquirers") pursuant to Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011 to acquire the management control and majority shareholding of Jyotirgamyia Enterprises Limited ("Company").

Before the Open Offer (i) Jyotirgamyia Advisory Private Limited and (ii) Anju Chordia ("Pre Open Offer Promoter Group"), had been holding 245590 (24.56%) equity shares of the Company. As per the Letter of Offer dated March 13, 2018 for making the aforesaid Open Offer, 245590 equity shares held by Promoter & Promoter Group shall form part of the public shareholding after the completion of the open offer and subject to the approval of the shareholders of the Company by way of a special resolution in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In order to comply with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Promoter along with the promoter group and the Persons Acting in Concert shall not hold more than ten per cent of the paid-up equity capital of the Company.

As now the shareholding of Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia is below 10% and they meet the other criteria provided under Regulation 31A of the SEBI (ICDR) Regulations, 2015; a request has been made to the Company for their re-classification from promoter group to public category, as per the terms of the Letter of Offer made by the Acquirers under SEBI (SAST) Regulations, 2011.

The pre and post reclassification of promoter group shareholding pattern of the Company shall be as under:

S. No.	Name	Pre- reclassification		Post reclassification	
		No. of Equity Shares held			%
1	Mr. Sahil Minaj Khan	6,50,000	28.26	6,50,000	28.26
2	Mr. Saeed Ur Rehman	6,50,000	28.26	6,50,000	28.26
3	Jyotirgamyia Advisory Pvt Ltd	1,07,155	4.66	-	-
4	Mrs. Anju Chordia	1,22,590	5.33	-	-
	Total	15,29,745	66.51	13,00,000	56.52

Pursuant to the aforesaid Open Offer and in terms of the SEBI (SAST) Regulations, 2011; the Acquirers namely - Mr. Sahil Minhaj Khan and Mr. Saeed Ur Rehman had been holding 56.52% of the Equity Share Capital of the Company and has been in the control of management of the Company.

In view of the fact that Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia has not been exercising any management control over the Company and further has been holding less than 10% of shareholding in the Company, they have made request to be categorized in the Public Category, pursuant to the applicable provisions of Regulation 31A of the SEBI (LODR) Regulations, 2015 and also pursuant to the terms of the Letter of Offer dated March 13, 2018.

Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia have confirmed and undertaken that:

- (i) They are not holding more than ten percent of the total voting rights in the Company;
- (ii) They do not exercise any control over the affairs of the Company directly or indirectly;
- (iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) They do not have any representation on the Board of Directors of the Company (including independent director or nominee director), either directly or indirectly. Further, They are not having any arrangement or agreement to be represented on the Board of Directors of the Company (including independent director or nominee director), either directly or indirectly.
- (v) They are not acting as a key managerial personnel of the Company. Further, They do not have any arrangement or agreement to act as a key managerial personnel of the Company in future.
- (vi) They are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) They are not a fugitive economic offender.

At all times from the date of such reclassification, Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause(b) of Sub- regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Based on the letter received from Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia and in view of the provisions of Regulation 31A of SEBI (LODR) Regulations and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and also in terms of the Letter of Offer Dated March 13, 2018 pursuant to the SEBI (SAST) Regulations, 2011, the Board of Directors at their meeting held on 18th March, 2019 considered and approved the application for reclassification of Jyotirgamyia Advisory Private Limited and Mrs. Anju Chordia from Promoter/Promoter group to Public subject to approval of the Members and also subject to the approval of the Stock Exchange.

The Board, recommends the Special Resolution of Item no. 4 of the accompanying notice for the approval of the members 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.

The Entity /Person seeking to reclassify themselves from promoter group to public category will not be allowed to cast vote in general meeting on the resolution at item No. 4.

ITEM NO. 5: CHANGE THE NAME OF THE COMPANY

The Board in its meeting held on 15th July, 2019 had decided to change the name of the Company since there is change in the management of the Company pursuant to Open Offer made by Mr. Sahil Minaj Khan and Mr. Saeed Ur Rehman ("Acquirers") under Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011 to acquire the management control and majority shareholding in the Company. Therefore, the new management wants to change the name of the Company as detailed above.

On application being made by the Company and subsequent allotment of the name “**ALEENA INDUSTRIES LIMITED**” by the Central Registration Centre, Ministry of Corporate Affairs (CRC), the Board of directors of the company had, at its meeting held on 19th August 2019 decided that the name of the company be changed from **JYOTIRGAMYA ENTERPRISES LIMITED** to **ALEENA INDUSTRIES LIMITED**.

The Company wants to create the new brand name with the words “**ALEENA INDUSTRIES**” in the market and will also help in repositioning of the products that will be branded under the said name.

As per the provisions of Companies Act, 2013 approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence resolution is put up for member’s approval.

Consequently, clause I (name clause) in the Memorandum of Association of the Company is to be altered by substituting the same with new clause I, i.e.

1. The name of the company is **ALEENA INDUSTRIES LIMITED**

The Company has also complied with the provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

The necessary changes are also required to be made in Articles of Association of the Company, letterheads, Board of the Company and other documents.

The Board of Directors recommends passing of the special resolution as contained in item No. 5 of the notice.

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.

<p>Date: 19.08.2019 Place: New Delhi</p>	<p>By the order of the Board Jyotirgamy Enterprises Limited Sd/-</p> <p>Sahil Minhaj Khan (DIN: 06624897) Add: 142, 3rd Floor, Pocket-2, Jasola, Okhla, South Delhi- 110025</p>
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Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings:

Profile of Proposed Directors

S. No.	Disclosure Requirement	Details
1.	Name	Mr. Saeed Ur Rehman
2.	Director Identification Number (DIN)	05123850
3.	D.O.B.	11 th December, 1985
4.	Qualification	Graduate (B.Tech)
5.	Designation (to which appointed)	Managing Director
6.	Expertise in specific area	He has vast experience in Information Technology Sector, Management and Administration and Pharmaceutical business.
7.	Terms and Conditions	<ol style="list-style-type: none"> 1. He has been appointed as Managing Director and in Whole Time Employment by the Company. 2. Remuneration shall be such as mutually agreed between the Board and the Director. 3. He shall be entitled to all such leave and other benefits as are applicable to other employees of the company.

8.	Date of First appointment on the Board of the Company	14 th August, 2019 (as Additional Executive Director)
10.	List of Directorship held in other companies	1. Tknocks Technical Services Private Limited 2. Telephonics Infosoft Private Limited
11.	Names of Listed Entities in which the person holds membership of Committees of the Board	NIL
12.	Relationship between Directors Inter-se	Mr. Saeed Ur Rehman is spouse of Ms. Samina Ahmad who is director of the Company

S. No.	Disclosure Requirement	Details
1.	Name	Mrs. Rekha Manoj Pawar
2.	Director Identification Number (DIN)	08539861
3.	D.O.B.	08 th January, 1982
4.	Qualification	Graduate (B.A.)
5.	Designation (to which appointed)	Independent Director
6.	Expertise in specific area	She has vast experience in Finance, Management and Administration.
7.	Terms and Conditions	4. She has been appointed as Independent (Non Executive) Director by the Company. 5. Remuneration (Sitting Fee) shall be such as mutually agreed between the Board and the Director. 6. She shall be entitled to all such leave and other benefits as are applicable to other employees of the company.
8.	Date of First appointment on the Board of the Company	19 th August, 2019 (as Additional Independent Director)
9.	Shareholding in the Company	NIL
10.	List of Directorship held in other companies	NIL
11.	Names of Listed Entities in which the person holds membership of Committees of the Board	NIL
12.	Relationship between Directors Inter-se	NIL