

Notice of Annual general Meeting

Notice is hereby given that the Next Annual General Meeting to the Members of the Company will be held on Saturday, 29th September, 2018 at 12.00 noon at Office No. 3, IInd Floor, P 37/38, Gomti Complex, Near Ahlcon Public School, Mayur Vihar, Phase-1, New Delhi – 110091 to transact the businesses as per Notice of the Meeting contained in the Annual Report for the Financial Year 2017-18.

Ordinary Business

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Auditors

To appoint the Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next sixth Annual General Meeting and to authorize the Board to fix their remuneration.

Special Business:

Item No. 3: Alteration of the Object 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 a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the confirmation of the Registrar of Companies, Delhi and Haryana, and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, if any, the approval of the Members be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause no. 3 after the existing Clause no. 2 under “MAIN OBJECTS OF THE COMPANY” as follows:

Clause No. 3: “To Manufacture, distribute, selling, purchasing, import, export Chemical and Chemical products, Ayurveda and allopathy products and medicines, information technology software and hardware products.”

“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.”

Item No. 4: Appointment of Mr. Sahil Minhaj Khan as a Managing Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special 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. Sahil Minhaj Khan (DIN: 06624897)** who was appointed as an Managing Director of the Company by the Board of Directors in their meeting held on 08.05.2018 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 Managing Director of the Company, consent and approval of the Company be and is hereby accorded, Mr. Sahil Minhaj Khan be and is hereby appointed as Managing Director (promoter) of the Company for a period of 5 years, not being liable to retire by rotation”

Item No. 5: Appointment of Mrs. Talat Kamal as a 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) **Mrs. Talat Kamal (DIN: 06624899)** who was appointed as an Additional (Promoter) Director of the Company by the Board of Directors in their meeting held on 08.05.2018 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, consent and approval of the Company be and is hereby accorded, Mrs. Talat Kamal be and is hereby appointed as Director (Promoter) of the Company for a period of 5 years, not being liable to retire by rotation”

Item No. 6: Appointment of Mrs. Samina Ahmad as a 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) **Mrs. Samina Ahmad (DIN: 08146148)** who was appointed as an Additional (Promoter) Director of the Company by the Board of Directors in their meeting held on 30.05.2018 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, consent and approval of the Company be and is hereby accorded, Mrs. Samina Ahmad be and is hereby appointed as Director (Promoter) 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: 05.09.2018
Place: New Delhi**

Notes:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS

DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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(s) or shareholder(s).
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
6. Brief details of Directors seeking re-appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
7. The Register of Members and Share Transfer Books will remain closed from Sunday, 23/09/2018 to Saturday, 29/09/2018 (both days inclusive).
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
9. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
10. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices/ Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, **Skyline Financial Services Pvt. Ltd.**
11. The shares of the Company are at presently listed on **BSE Ltd. (Bombay Stock Exchange)**.

12. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by Central Depository Services (India) Limited (“CDSL”). The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e- voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

13. The Board of Directors of the company has appointed **CS Vineet Kumar**, Practicing Company Secretary (C. P. No. 14721), as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

14. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a “**Consolidated Scrutinizer’s Report**” and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at www.jeltrade.com and on the website of Stock Exchange at **www.bseindia.com**. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting, i.e. 29th September, 2018.

16. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

17. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. 22/09/2018.

18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial

Owners maintained by the depositories as on the cut-off date, i.e. 22/09/2018 only shall be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

20. The Instructions for shareholders voting electronically are as under:

Date and Time of commencement of e-voting 26/09/2018 (Wednesday); 9.00 AM

Date and Time of Conclusion of e-voting 28/09/2018 (Friday); 5.00 PM

- i. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22/09/2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with NSDL: **8 Character DP ID followed by 8 Digits Client ID,**
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- i. Next enter the Image Verification as displayed and Click on Login.
- ii. 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.
- iii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or 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. E.g. 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)

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.

- 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 (v).

- iv. After entering these details appropriately, click on “SUBMIT” tab.
- v. 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 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.
Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. For Members holding shares in physical form, the details can be used for remote e- voting on the resolutions contained in this Notice only.
- vii. Click on the EVSN (180905105) for the relevant resolution on which you choose to vote.
- viii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- ix. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- x. 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.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xiv. **Note for Non – Individual Shareholders and Custodians:-**
 - ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ✓ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xv. 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.
- xvi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Sanchit Jaiswal
Designation	Company Secretary
Address	Office No. 3, IInd Floor, P 37/38, Gomti Complex, Near Ahlcon Public School, Mayur Vihar, Phase-1, New Delhi – 110091
Contact	+91-9718916040
E-mail	jyotirgamyenterprises@gmail.com

ANNEXURE TO THE NOTICE

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

Item No. 3: Alteration of the Object Clause in the Memorandum of Association of the Company.

The management wants to diversify the company's business. The company proposes to undertake the activity of chemical and chemical products, ayurveda and allopathy products and medicines, information technology software and hardware products.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of clause 3 after the existing clause 2 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Delhi and Haryana and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

Item No. 4: To Appoint Mr. Sahil Minhaj Khan as Managing Director of the Company:

Mr. Sahil Minhaj Khan had been appointed as Managing Director of the Company on 08.05.2018 for a period of 5 years. The present proposal is to seek the Shareholders' approval for the appointment of Mr. Sahil Minhaj Khan as the Managing 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 08.05.2018 has, subject to the approval of the Shareholders, appointed Mr. Sahil Minhaj Khan for a further period of 5 years from the date of appointment.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 08.05.2018 & 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, approving the payment of remuneration for a maximum of Rs. 50,000/- per month to Mr. Sahil Minhaj Khan 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 Board recommends the Resolution as mentioned in the Notice for your approval.

Item No. 5: Appointment of Mrs. Talat Kamal as a Director

Mrs. Talat Kamal (DIN: 06624899) had been appointed as Additional Director (Promoter) of the Company on 08.05.2018 for a period of 5 years. The present proposal is to seek the Shareholders' approval for the appointment of Mrs. Talat Kamal as the Director (Promoter) 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 08.05.2018 has, subject to the approval of the Shareholders, appointed Mrs. Talat Kamal 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.

Board considers that his 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 Mrs. Talat Kamal as 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 Mrs. Samina Ahmad as a Director

Mrs. Samina Ahmad (DIN: 08146148) had been appointed as Additional Director (Promoter) of the Company on 30.05.2018 for a period of 5 years. The present proposal is to seek the Shareholders' approval for the appointment of Mrs. Samina Ahmad as the Director (Promoter) 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 08.05.2018 has, subject to the approval of the Shareholders, appointed Mrs. Samina Ahmad 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.

Board considers that his 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 Mrs. Samina Ahmad as 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.

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

I. Appointment of Mr. Sahil Minhaj Khan as Managing Director of the Company.

S. No.	Disclosure Requirement	Details
1.	Name	Mr. Sahil Minhaj Khan
2.	DIN	06624897
3.	Designation (to which appointed)	Managing Director (Promoter)
4.	Brief Profile	Mr. Sahil Minhaj Khan, S/o Mr. Minhajuddin Khan, aged 34, is Law Graduate from Sunrise University, Alwar, Rajasthan, having vast experience in the field of capital and derivative market and Pharmaceutical business. E-mail id: sahilkhnl@gmail.com
5.	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 Managing Director. 3. He shall be entitled to all such leave and other benefits as are applicable to other employees of the company.
6.	Chairmanship in other Public Companies	Nil
7.	Shareholding in the Company	6,50,000 fully paid-up equity shares
8.	List of Directorship in other Companies	<ol style="list-style-type: none"> 1. Aleena Securities Private Limited

II. Appointment of Mrs. Talat Kamal as a Director of the Company.

S. No.	Disclosure Requirement	Details
1.	Name	Mrs. Talat Kamal
2.	DIN	06624899
3.	Designation (to which appointed)	Director (Executive Promoter)
4.	Brief Profile	Mrs. Talat Kamal, W/o Mr. Sahil Minhaj Khan, aged 33, is Graduate, having vast experience in the field of Management and Administration and Pharmaceutical business. E-mail id: kamal.talat@gmail.com
5.	Terms and Conditions	<ol style="list-style-type: none"> 1. Remuneration shall be such as mutually agreed between the Board and the Director. 2. He shall be entitled to all such leave and other benefits as are applicable to other employees of the company.
6.	Chairmanship in other Public Companies	Nil
7.	Shareholding in the Company	Nil
8.	List of Directorship in other Companies	<ol style="list-style-type: none"> 1. Aleena Securities Private Limited

III. Appointment of Mrs. Samina Ahmad as a Director of the Company.

S. No.	Disclosure Requirement	Details
1.	Name	Mrs. Samina Ahmad
2.	DIN	08146148
3.	Designation (to which appointed)	Director (Executive Promoter)
4.	Brief Profile	Mrs. Samina Ahmad, W/o Mr. Saeed Ur Rehman, aged 30, is a Graduate, having vast experience in the field of Management and Administration and Pharmaceutical business. E-mail id: samina.ahmad10@yahoo.com
5.	Terms and Conditions	<ol style="list-style-type: none"> 1. Remuneration shall be such as mutually agreed between the Board and the Director.

		2. He shall be entitled to all such leave and other benefits as are applicable to other employees of the company.
6.	Chairmanship in other Public Companies	Nil
7.	Shareholding in the Company	Nil
8.	List of Directorship in other Companies	Nil